

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	x	
In re	:	Chapter 11
DELPHI CORPORATION <u>et al.</u> ,	:	Case No. 05-44481 (rdd)
Debtors.	:	(Jointly Administered)
	x	

**AFFIDAVIT OF SERVICE**

I, Amber M. Cerveney, being duly sworn according to law, deposes and says that I am employed by Kurtzman Carson Consultants, LLC, claims and noticing agent for the Debtors in the above-captioned cases.

On December 6, 2005, I caused to be served, via overnight mail the documents listed in Section 1 on the parties attached hereto as Exhibit A, via electronic notification on the parties attached hereto as Exhibit B, and via US mail the parties attached hereto as Exhibit C:

:

**Section 1**

- I.** Application for Order Under 11 U.S.C. §§ 327(e) and 1107(b) and Fed.R.Bankr.P. 2014 Authorizing Employment and Retention of Banner & Witcoff, Ltd. As Intellectual Property Counsel to Debtors (“Banner & Witcoff Retention Application”) (**Docket No. 1451**) [**Attached hereto as Exhibit D**]
  
- II.** Notice of Presentment of Order Under 11 U.S.C. §§ 327(e) and 1107(b) and Fed.R.Bankr.P. 2014 Authorizing Employment and Retention of Banner & Witcoff, Ltd. As Intellectual Property Counsel to Debtors (**Docket No. 1452**) [**Attached hereto as Exhibit E**]
  
- III.** Application for Order Under 11 U.S.C. §§ 327(e) and 1107(b) and Fed.R.Bankr.P. 2014 Authorizing Employment and Retention of Butzel Long, PC as Commercial and Litigation Counsel to Debtors (“Butzel Long Retention Application”) (**Docket No. 1453**) [**Attached hereto as Exhibit F**]
  
- IV.** Notice of Presentment of Order Under 11 U.S.C. §§ 327(e) and 1107(b) and Fed.R.Bankr.P. 2014 Authorizing Employment and Retention of Butzel Long, PC as Local Counsel to Debtors (**Docket No. 1454**) [**Attached hereto as Exhibit G**]
  
- V.** Application for Order Under 11 U.S.C. §§ 327(e) and 1107(b) Authorizing Employment and Retention of Cantor Colburn LLP as Patent Counsel to Debtors (“Cantor Colburn LLP Retention Application”) (**Docket No. 1455**) [**Attached hereto as Exhibit H**]

- VI.** Notice of Presentment of Order Under 11 U.S.C. §§ 327(e) and 1107(b) and Fed.R.Bankr.P. 2014 Authorizing Employment and Retention of Cantor Colburn LLP as Patent Counsel to Debtors **(Docket No. 1456) [Attached hereto as Exhibit I]**
- VII.** Application for Order Under 11 U.S.C. §§ 327(e) and 1107(b) and Fed.R.Bankr.P. 2014 Authorizing Employment and Retention of Howard & Howard Attorneys, PC as Intellectual Property Counsel to Debtors (“Howard & Howard Retention Application”) **(Docket No. 1459) [Attached hereto as Exhibit J]**
- VIII.** Notice of Presentment of Order Under 11 U.S.C. §§ 327(e) and 1107(b) and Fed.R.Bankr.P. 2014 Authorizing Employment and Retention of Howard and Howard Attorneys, PC as Intellectual Property Counsel to Debtors **(Docket No. 1460) [Attached hereto as Exhibit K]**
- IX.** Application for Order Under 11 U.S.C. §§ 327(e) and 1107(b) and Fed.R.Bankr.P. 2014 Authorizing Employment and Retention of Price, Heneveld, Cooper, Dewitt & Litton LLP as Intellectual Property Counsel to Debtors (“Price Heneveld Retention Application”) **(Docket No. 1457) [Attached hereto as Exhibit L]**
- X.** Notice of Presentment of Order Under 11 U.S.C. §§ 327(e) and 1107(b) and Fed.R.Bankr.P. 2014 Authorizing Employment and Retention of Price, Heneveld, Cooper, Dewitt & Litton LLP as Intellectual Property Counsel to Debtors **(Docket No. 1458) [Attached hereto as Exhibit M]**

Dated: December 7, 2005

/s/ Amber M. Cervený  
Amber M. Cervený

Sworn to and subscribed before  
me on December 7, 2005

/s/ Evan J. Gershbein  
Notary Public

My Commission Expires: 1/19/07

## **EXHIBIT A**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED R.  
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF  
BANNER & WITCOFF, LTD. AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("BANNER & WITCOFF RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this application (the "Application") for an order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Banner & Witcoff, Ltd. ("Banner") as intellectual property counsel to the Debtors, nunc pro tunc to October 8, 2005. In support of this Application, the Debtors submit the Affidavit of Charles W. Shifley, sworn to December 6, 2005 (the "Shifley Affidavit"). In further support of this Application, the Debtors respectfully represent as follows:

## Background

### A. The Chapter 11 Filings

1. On October 8, 2005, Delphi and certain of its U.S. subsidiaries filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1130, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi filed voluntary petitions in this Court for reorganization relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(b) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases (Dockets Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 327(e), and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

### B. Current Business Operations Of The Debtors

5. With more than 180,000 employees worldwide, global 2004 revenues of approximately \$28.6 billion and global assets as of August 31, 2005 of approximately \$17.1

billion,<sup>1</sup> Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors, will continue their business operations without supervision from the Bankruptcy Court, and will not be subject to the chapter 11 requirements of the U.S. Bankruptcy Code.

6. Over the past century, the operations which are now owned by Delphi have developed leading global technology innovations with significant engineering resources and technical competencies in a variety of disciplines. Today, the Company is arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer with 2004 sales to its former parent, General Motors Corporation, equaling approximately \$15.4 billion and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. In the U.S., the Debtors employ approximately 50,600 people. Those employees work in approximately 44 manufacturing sites and 13 technical centers across the country and in Delphi's worldwide headquarters and customer center located in Troy, Michigan. Approximately 34,750 of these individuals are hourly employees, 96% of whom are represented by approximately 49 different international and local

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<sup>1</sup> The aggregated financial data used in this Application generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

unions. Outside the United States, the Company's foreign entities employ more than 134,000 people, supporting 120 manufacturing sites and 20 technical centers across nearly 40 countries worldwide.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition has deteriorated further in the first six months of 2005. The Company experienced net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, which is approximately \$1 billion less in sales than during the same time period in calendar year 2004.<sup>2</sup>

11. The Debtors believe that three significant issues have largely contributed to the deterioration of the Company's financial performance: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward looking revenue requirements. Having concluded that pre-filing discussions with its Unions and GM were not leading to the implementation of a plan sufficient to address the Debtors' issues on a timely basis, the Company determined to commence

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<sup>2</sup> Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness envisioned in the Company's transformation plan. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down through the chapter 11 process.

14. Upon the conclusion of this process, the Debtors expect to emerge from chapter 11 as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Application, the Debtors request entry of an order authorizing the Debtors to employ and retain Banner pursuant to certain engagement letters between Delphi and Banner, dated October 7, 2004 and November 19, 2004, copies of which are attached hereto as Exhibit 1 (together, the "Engagement Letters"), as one of the Debtors' intellectual property counsel in these chapter 11 cases.



Basis For Relief

16. The Debtors submit that Banner's proposed retention meets all the prerequisites for retention of special counsel under section 327(e) of the Bankruptcy Code, which permits a debtor-in-possession, with court approval, to employ counsel that has represented the Debtors prior to the commencement of their chapter 11 cases, for a "specified special purpose" if such employment is in the best interest of the Debtors. Banner is a proposed intellectual property counsel to the Debtors, but not the proposed bankruptcy counsel in these chapter 11 cases, section 327(e) does not require that Banner and its attorneys be "disinterested persons" as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) instead requires that Banner not represent or hold any interest adverse to the estates or the Debtors with respect to the matter on which Banner is to be employed. As discussed below, the employment of Banner as intellectual property counsel is in the best interests of the Debtors.

The Debtors' Employment Of Banner  
Is In The Best Interests Of The Estates

17. The Debtors had retained Banner as an ordinary course professional according to the Order Under 11 U.S.C §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business ("Ordinary Course Professionals Order") (Docket No. 883). The Debtors, however, are concerned that Banner will exceed the fee cap established in the Ordinary Course Professionals Order. Therefore, the Debtors request that Banner be formally retained as an intellectual property services provider in these chapter 11 cases.

18. Banner will serve as an intellectual property counsel to the Debtors during these chapter 11 cases, principally in defending patent infringement cases. Banner has performed similar work for the Debtors in the past and is therefore familiar with the Debtors' businesses and

operations. In particular, Banner is especially attuned to the unique patent, trademark and copyright issues that arise in the Debtors' industry and have faced the Debtors.

19. Banner is a nationally well-known and respected intellectual property law firm almost all of whose lawyers are experienced, registered patent lawyers with technical degrees and substantial patent infringement case litigation experience. Banner has successfully represented Delphi, and its predecessor in business, General Motors Corporation, in many patent infringement cases. Banner has also represented Delphi and its predecessor in business, General Motors Corporation, in counseling related to other claims of patent infringement. Banner has extensive experience in intellectual property law in the Debtors' industry, including patent infringement cases currently pending against Debtors. Consequently, Banner can economically, successfully, and uniquely represent the Debtors in cases currently pending against them and other related intellectual property matters. Accordingly, the Debtors believe that Banner is well-qualified to serve as intellectual property counsel in these chapter 11 cases in an efficient and effective manner.

20. The Debtors believe that the employment of Banner will enhance and will not duplicate the employment of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden"), the Debtors' general bankruptcy counsel, Shearman & Sterling LLP ("Shearman"), the Debtors' special counsel, Togut, Segal & Segal LLP ("Togut"), the Debtors' conflicts counsel, or any of the other professionals retained by the Debtors to perform specific tasks that are unrelated to the work to be performed by Banner as intellectual property counsel to the Debtors. The Debtors understand that Banner will work with the other professionals retained by the Debtors to avoid any such duplication.

Services To Be Rendered By Banner

21. As set forth in the Engagement Letters, the Debtors wish to engage Banner to provide services to the Debtors in connection with intellectual property matters, especially protective and defensive patent cases and opinions. The Debtors anticipate that such services will include the following:

- (a) representation, both currently and if any appeal were to follow, in Automotive Technologies International, Inc. v. BMW North America, Inc., et al., Appeal No. 06-1013 (Federal Circuit September 29, 2005) and its underlying case, Civil Action No. 01-71700 (April 30, 2001);
- (b) representation in Automotive Technologies International, Inc. v. Delphi Automotive Systems Corporation, et al., Civil Action No. 04-72035 (E.D.Mich. April 30, 2005), a patent infringement case that was stayed during the above-identified appeal;
- (c) preparation of legal opinions involving claims relating to the Debtors' product and patents, as well as claims made by competitors;
- (d) representation of the Debtors regarding a broad scope of intellectual property law services.

22. Banner has indicated its desire and willingness to represent the Debtors as set forth herein and to render the necessary professional services as intellectual property counsel to the Debtors.

23. The Debtors may request that Banner undertake specific matters beyond the scope of the responsibilities set forth above. Should Banner agree in its discretion to undertake any such matter, the Debtors shall seek further order of this Court.

Disinterestedness Of Professionals

24. The Shifley Affidavit filed in support of this Application contains information available to date on Banner's connections with other parties-in-interest, as required by Bankruptcy Rule 2014(a). To the best of the Debtors' knowledge, and based on the information in the attached Shifley Affidavit, Banner, its partners, counsel, and associates do not hold or represent any interest adverse to the Debtors, their creditors, any other party-in-interest in these chapter 11 cases, their respective attorneys and investment advisors, the U.S. Trustee, or any person employed therein, with respect to the matters on which Banner is to be employed.

25. Banner has disclosed to the Debtors that Banner has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or their chapter 11 cases. Banner does not believe that the foregoing raises any actual or potential conflict of interest of Banner relating to the representation of the Debtors as an intellectual property counsel in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution. The Debtors understand that, in order to vitiate any actual or potential conflicts of interest, Banner will not assist the Debtors in connection with their analysis, negotiations, and litigation, if any, with parties with whom Banner has existing client relationships, and that Skadden (or other counsel if Skadden has a conflict), instead, will handle these tasks.

Professional Compensation

26. Banner intends to apply to this Court for compensation and reimbursement of expenses in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, applicable guidelines established by the U.S. Trustee, and orders of this Court. Banner acknowledges that all compensation will be subject to this Court's review and approval after notice and a hearing.

27. Under the applicable provisions of the Bankruptcy Code, and subject to the approval of this Court, the Debtors propose to pay Banner as set forth in the Engagement Letters and Shifley Affidavit.

28. No arrangement is proposed between the Debtors and Banner for compensation to be paid in these chapter 11 cases other than as set forth in the Engagement Letters and Shifley Affidavit.

29. At the Debtors' request, Banner has continued to assist the Debtors in connection with their intellectual property issues since October 8, 2005 and hence the Debtors request that Banner's retention be effective nunc pro tunc to October 8, 2005.

#### Conclusion

30. For the foregoing reasons, the Debtors submit that the employment of Banner as one of the Debtors' intellectual property counsel on the terms set forth herein is in the best interests of the Debtors' estates.

#### Notice

31. Notice of this Application has been provided in accordance with the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

#### Memorandum Of Law

32. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and

filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (a) authorizing the Debtors to employ and retain Banner as one of their intellectual property counsel to perform the services set forth herein, and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
December 6, 2005

DELPHI CORPORATION, on behalf of itself and  
certain of its subsidiaries and affiliates, as Debtors  
and Debtors-in-possession

By: /s/ David M. Sherbin  
Name: David M. Sherbin  
Title: Vice President, General Counsel, and  
Chief Compliance Officer

Exhibit 1

# DELPHI

Telephone: (248) 813-3309  
Facsimile: (248) 813-1122

*Via E-Mail*

October 7, 2004

Mr. Charles Shifley  
BANNER & WITCOFF, LTD.  
10 South Wacker Drive, Suite 3000  
Chicago, IL 60606

*Re: ATI Patent Litigation*

Dear Charles:

This confirms that Delphi Corporation has retained Banner & Witcoff to represent Delphi in the following patent infringement cases:

- 1) *Automotive Technologies International v. BMW of North America, et al.*  
Case No. 01-CV-71700 (E.D. of MI), Delphi Matter No. 2001-000762 (ATI I); and
- 2) *Automotive Technologies International v. Delphi, et al.*  
Case No. 04-60083 (E.D. of MI), Delphi Matter No. 2004-000564 (ATI II)

Except as provided herein, this engagement letter supercedes the previous engagement letter dated August 28, 2002, between Delphi and Banner & Witcoff for the ATI I matter.

I will be responsible for managing these matters and will be your direct contact at Delphi. Please include the Delphi file numbers shown above in all correspondence and invoices with this office. To the extent possible, we request that you bill activities on these matters separately. In situations where the time spent on activities for these matters cannot be conveniently distinguished, please bill commingled time to the ATI I matter. In the event that one or more of these actions become consolidated, we will inform you as to the Delphi matter number under which you should subsequently bill your time.

We have approved a four-person Banner & Witcoff attorney team to work on these matters. Banner & Witcoff has agreed to discount its regular hourly professional rates on these matters as listed below:

Delphi World Headquarters & Customer Center  
5825 Delphi Drive, M/C 480-410-254, Troy, MI 48098-2815  
william.Cosnowski.jr@delphi.com



Charles Shifley, Esq.  
October 7, 2004  
Page 2 of 3

<u>PROFESSIONAL</u>	<u>REGULAR HOURLY RATE</u>	<u>DISCOUNTED RATE</u>
Charles Shifley	\$455	\$435
Binal Patel	\$335	\$320
Matt Becker	\$310	\$295
Ted Field	\$220	\$215

Additionally, you agree that the discounted hourly rates will remain in effect through the remainder of these cases. Others from your firm may be necessary to assist us on this litigation, but you have agreed to obtain our written permission before engaging them. No fees will be paid for work performed by others before you have obtained our written permission.

Banner & Witcoff agrees to pay one hundred percent (100%) of the transportation expenses for travel to Detroit incurred by Banner & Witcoff team members on these matters. Additionally, Banner & Witcoff agrees to continue the practice of not billing Delphi for travel time on these matters.

You agree to continue to accrue a 5% credit on all professional billings for the ATI I matter as originally agreed in the engagement letter dated August 28, 2002.

You also agree to accrue a credit to Delphi in the amount of five percent (5%) of your professional billings on the ATI I matter to be used as payment by Delphi for services on any future matter, when and if we retain your firm. This credit shall accrue from the first dollar of ATI II fee billings but shall not vest until fee billings for the ATI II matter exceed \$1,000,000. Separate billing of these matters is essential for correct calculations of our credit. It is our intention to process your monthly billing statements promptly, but at times it may take forty-five days or more to process your bill once it has been received.

We expect that the Delphi team assigned to this case will be fully engaged. The Delphi team will manage the document collection, coding and preparation of document chronologies. We also plan to fully participate in discovery, motions, and strategies necessary to successfully defend and prosecute these actions. We wish to do everything we are able to do on these litigations in-house. To help us achieve this, we ask that before your team undertakes an activity, you first review it with us to see if we have the resources available. Please call Joe Papelian or me at any time if you believe we are not able to supply the support needed to successfully litigate these matters

We expect that your hourly billable rates include all overhead and internal charges associated with your practice. A copy of our recently revised billing instructions and limitations is attached and incorporated into this engagement agreement by this reference. Any questions about billing procedures should be addressed to Michele Piscitelli, who can be reached at 248-813-2511.

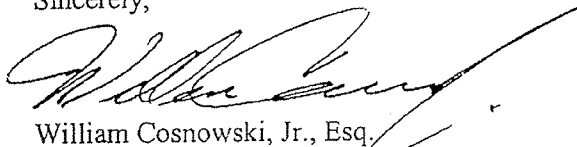
Charles Shifley, Esq.  
October 7, 2004  
Page 3 of 3

As you know, we view the relationship between our companies as a "partnership" in which we both work together and communicate well with each other, to serve the best interests of Delphi. Your dedicated work and willingness to provide creative fee arrangements that recognize the financial pressures of the automotive supplier industry has placed Banner & Witcoff on a select counsel list for Delphi's litigation matters.

We request that you endorse this engagement agreement below and return an executed copy for our records.

Please call if you have any questions.

Sincerely,



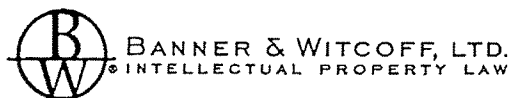
William Cosnowski, Jr., Esq.  
Delphi Legal Staff

WC/cmp  
Enclosure

Accepted this \_\_\_\_ day of \_\_\_\_\_, 2004.

By: \_\_\_\_\_  
Charles Shifley, Esq.  
BANNER & WITCOFF, LTD.

TEN SOUTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606-7407



TEL: 312.463.5000  
FAX: 312.463.5001  
www.bannerwitcoff.com

**Charles W. Shifley**  
Direct Dial: (312) 463-5441  
cshifley@bannerwitcoff.com

November 19, 2004

William Cosnowski, Jr., Esq.  
**Delphi World Headquarters - Legal Staff**  
Delphi Automotive Systems  
5825 Delphi Drive  
Troy, MI 48098-2815

Dear Will:

We have a few more changes for our engagement together in the ATI cases. Our principal issue is the term of engagement concerning fixing rates for the life of the engagement. We are cautious about the open-endedness of such a term. As an example, I have a case now that has lasted eleven years in district court, and has started into its second appeal. It has potential for several more years of proceedings.

Our primary intent is to maintain and strengthen our relationship. The discounts that are present in the lawyer hourly rates stated in your letter of October 7th are approximately 4% of standard rates. We expect to increase rates in February such that the discount for 2005 will conceivably increase to 8%. In addition, we are agreeing to the 5% credit and transportation terms.

Generally, we are against our rates being fixed. By the terms of your letter, Delphi is gaining significant advantage in receiving the 5% credit, especially with Delphi and the firm agreeing to the 5% being applied from \$1. Consistent with our primary intent but also our opposition to rate fixing, especially rate fixing for an indefinite and potentially long time, we can accept the hourly rates as stated in your letter, if fixed until the end of 2005, with rates thereafter being our standard rates. We also propose that the ATI II credit apply to the future litigation from when time billing for the future litigation starts.

We also suggest clarifying that the 5% credit currently accruing and continuing to accrue on ATI I will be for future patent application, patent opinion and other patent-related transactional representation. We also propose that the ATI II credit apply to the fees that accrue on a future litigation, applicable when that future litigation begins.

We also ask that Delphi provide us some flexibility in the attorneys who may represent Delphi in the two cases, by engaging with us in introducing Delphi to more attorneys than on the current list of approved attorneys, especially to possibly include some of our attorneys in our Washington, D.C. office.

CHICAGO  
WASHINGTON, D.C.  
BOSTON  
PORTLAND, OR.

William Cosnowski, Jr., Esq.  
**Delphi World Headquarters - Legal Staff**  
November 19, 2004  
Page 2

If you can accept these few modifications of the terms proposed in your letter of October 7, 2004, we have an agreement for engagement. I have held our billing for time back to September 1, 2004. I will now bill it at the agreed rates.

Very truly yours,

  
Charles W. Shifley

CWS/sls

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF CHARLES W. SHIFLEY IN SUPPORT OF APPLICATION FOR ORDER  
UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014  
AUTHORIZING EMPLOYMENT AND RETENTION OF BANNER & WITCOFF, LTD.  
AS AN INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

STATE OF ILLINOIS

COUNTY OF COOK

CHARLES W. SHIFLEY, being duly sworn, deposes and states as follows:

1. I am a shareholder and Vice President of the law firm of Banner & Witcoff, Ltd. ("Banner"), proposed intellectual property counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"). I am licensed to practice law principally in the State of Illinois. I am also licensed by the United States Patent and Trademark Office. I have nearly thirty years of successful experience in intellectual property matters, including patent litigation and counseling matters.

2. I submit this affidavit (the "Affidavit")<sup>1</sup> in support of the Application For Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed R. Bankr. P. 2014 Authorizing

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<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

Employment And Retention Of Banner & Witcoff, Ltd. As Intellectual Property Counsel To Debtors (the "Application") nunc pro tunc to October 8, 2005, filed concurrently herewith.

3. The name, business address, and telephone number of Banner & Witcoff, Ltd. are as follows:

Banner & Witcoff, Ltd.  
10 South Wacker Drive  
Chicago, Illinois 60606  
312.463.5000

4. Banner is well qualified to assist the Debtors in the manner described in the Application. Banner is a nationally well-known and respected intellectual property law firm almost all of whose lawyers are experienced, registered patent lawyers with technical degrees. Banner has successfully represented Delphi and its predecessor, General Motors Corporation, in many patent infringement cases. Banner has also represented Delphi and its predecessor, General Motors Corporation, in other patent infringement counseling. Banner enjoys extensive experience in intellectual property law and cases in the Debtors' industry, including currently pending patent infringement cases against Debtors. Consequently, Banner can economically, successfully, and uniquely represent the Debtors in cases currently pending and similar intellectual property matters. Accordingly, the Debtors believe that Banner is well qualified to serve as an intellectual property counsel in these chapter 11 cases in an efficient and effective manner.

5. Also, Banner has advised the Debtors regarding other intellectual property matters. Based on the services that Banner has rendered to the Debtors, Banner is thoroughly familiar with certain intellectual property matters relating to the Debtors.

6. Generally, in connection with the Debtors' cases, Banner intends to provide to the Debtors with the following types of professional services:

- (a) representation, both currently and if any appeal were to follow, in Automotive Technologies International, Inc. v. BMW North America, Inc., et al., Appeal No. 06-1013 (Federal Circuit September 29, 2005) and its underlying case, Civil Action No. 01-71700 (April 30, 2001);
- (b) representation in Automotive Technologies International, Inc. v. Delphi Automotive Systems Corporation, et al., Civil Action No. 04-72035 (E.D.Mich. April 30, 2005), a patent infringement case that was stayed during the above-identified appeal;
- (c) preparation of legal opinions involving Debtors' claims relating to the Debtors' products and patents, as well as claims made by competitors;
- (d) representation of the Debtors for a broad scope of intellectual property law services.

7. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden, Arps") as the Debtors' bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as the Debtors' special counsel, the engagement of Togut, Segal & Segal LLP ("Togut") as the Debtors' conflicts counsel, and the engagement of other counsel for the Debtors, Banner will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of Banner's existing clients and (b) reviewing, interpreting, or commenting on the specific contracts and claims of certain of Banner's existing clients. These existing client relationships, and the scope of the carve-out from Banner's retention, are discussed more fully below.

8. It is Banner's understanding that the Debtors may request that Banner undertake specific matters beyond the limited scope of the responsibilities set forth above. Should Banner agree in its discretion to undertake any such matter, it is Banner's understanding that the Debtors will seek further order of this Court.

9. Banner is making efforts, together with the Debtors' other counsel to ensure that there is no duplication of effort or work between such firms and Banner. It is Banner's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. Banner believes that its lawyers and the rest of the lawyers retained in these cases have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

10. Banner has in the past been employed and retained pursuant to certain engagement letters between the Debtors and Banner, dated October 7, 2004 and November 19, 2004 (together, the "Engagement Letters"), and pursuant to additional terms. The additional terms are that Banner agreed that its discounted hourly rates would remain in effect through the remainder of the cases that are subject to the Engagement Letters, the rates being subject to renegotiation three years after the Engagement Letters if the cases remained pending then. Banner also agreed to represent the Debtors in preparing legal opinions and other matters at standard hourly rates.

11. Banner agrees to accept as compensation for the services rendered in connection with its representation of the Debtors compensation on the terms set forth in the Engagement Letters and the additional terms identified above.



12. Banner acknowledges that all amounts paid to Banner during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to Banner during these cases are disallowed by this Court, the fees and expenses will be disgorged by Banner and returned to the Debtors or as otherwise ordered by this Court.

13. Banner categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). Banner acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

14. Banner has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. Banner maintains a database containing the names of current, former, and potential clients and other principal parties related to such clients. I caused Banner to review and analyze the conflict database to determine whether Banner has any connection with the principal parties-in-interest in these chapter 11 cases, using information provided to Banner by the Debtors and Skadden, Arps and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, and (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases.

15. Based upon this research, I have determined that Banner has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11 cases. Banner has represented, currently represents, and will likely in the future represent, such creditors and other parties-in-interest, and their related entities, in such matters, including:

General Motors Corporation ("GM"), where Banner has been directed to do so by Delphi as a matter of assisting Delphi in meeting contractual indemnity obligations to GM, with the consent of both companies; Dura Automotive Systems, Inc.; Illinois Tool Works, Inc.; Cargill, Inc.; Allstate Insurance; AT&T, Nokia Corporation; John Hopkins University; Harley Davidson Motor Company; Circuit City Stores, Inc.; Microsoft Corporation; and Technitrol, Inc. I do not believe that the foregoing raises any actual or potential conflicts of interest of Banner relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

16. It is my intention that if Banner becomes aware of any other connections of which it presently is unaware, Banner will bring them to the attention of this Court and the U.S. Trustee.

/s/ Charles W. Shifley  
Charles W. Shifley

Sworn to before me  
this 6th day of December, 2005

/s/ Kathy G. Kessling  
Notary Public

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
----- x

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014  
AUTHORIZING EMPLOYMENT AND RETENTION OF BANNER & WITCOFF, LTD.  
AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("BANNER RETENTION ORDER")

Upon the application, dated December 6, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014, authorizing the employment and retention of Banner & Witcoff, Ltd. ("Banner") as an intellectual property counsel to the Debtors; and upon the Affidavit of Charles W. Shifley, sworn to December 6, 2005, in support of the Application (the "Shifley Affidavit"); and this Court being satisfied with the representations made in the Application and the Shifley Affidavit that Banner does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Banner is to be employed, and that Banner's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. The Debtors' employment of Banner as intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005.

3. Banner shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
December\_\_, 2005

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UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT E**

**Objections Due: December 16, 2005 at 4:00 p.m.**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF PRESENTMENT OF ORDER UNDER UNDER 11 U.S.C.  
§§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING  
EMPLOYMENT AND RETENTION OF BANNER & WITCOFF, LTD.  
AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

PLEASE TAKE NOTICE that on December 6, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Application For An Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Debtors Employment And Retention Of Banner & Witcoff, Ltd. As Intellectual Property Counsel To Debtors (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on January 5, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit A will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on December 16, 2005.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Application (a) must be in writing, (b) must conform to the Federal Rules of Bank-

ruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Att'n: Mark A. Broude), (vi) Banner & Witcoff, Ltd., 10 South Wacker Drive, Chicago, Illinois 60606 (Att'n: Charles W. Shifley), and (vii) the Office of the United States Trustee for the Southern District of



New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on December 16, 2005** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing, in accordance with the Case Management Order, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing, and that if no objections to the Application are timely filed and served the Bankruptcy Court may enter an order granting the Application **without further notice**.

Dated: New York, New York  
December 6, 2005

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:
In re	: Chapter 11
	:
DELPHI CORPORATION, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
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ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014  
AUTHORIZING EMPLOYMENT AND RETENTION OF BANNER & WITCOFF, LTD.  
AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("BANNER RETENTION ORDER")

Upon the application, dated December 6, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014, authorizing the employment and retention of Banner & Witcoff, Ltd. ("Banner") as an intellectual property counsel to the Debtors; and upon the Affidavit of Charles W. Shifley, sworn to December 6, 2005, in support of the Application (the "Shifley Affidavit"); and this Court being satisfied with the representations made in the Application and the Shifley Affidavit that Banner does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Banner is to be employed, and that Banner's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. The Debtors' employment of Banner as intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005.

3. Banner shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
December \_\_, 2005

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UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT F**

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
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APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED R.  
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF  
BUTZEL LONG, PC AS COMMERCIAL AND LITIGATION COUNSEL TO DEBTORS

("BUTZEL LONG RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this application (the "Application") for an order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Butzel Long, PC ("Butzel"), as commercial and litigation counsel to the Debtors nunc pro tunc to October 8, 2005. In support of this Application, the Debtors submit the Affidavit of James G. Derian, sworn to December 6, 2005 (the "Derian Affidavit"). In further support of this Application, the Debtors respectfully represent as follows:

## Background

### A. The Chapter 11 Filings

1. On October 8, 2005, Delphi and certain of its U.S. subsidiaries filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1130, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi filed voluntary petitions in this Court for reorganization relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(b) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases (Dockets Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 327(e), and 1107(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

### B. Current Business Operations Of The Debtors

5. With more than 180,000 employees worldwide, global 2004 revenues of approximately \$28.6 billion and global assets as of August 31, 2005 of approximately \$17.1

billion,<sup>1</sup> Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors, will continue their business operations without supervision from the Bankruptcy Court, and will not be subject to the chapter 11 requirements of the U.S. Bankruptcy Code.

6. Over the past century, the operations which are now owned by Delphi have developed leading global technology innovations with significant engineering resources and technical competencies in a variety of disciplines. Today, the Company is arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer with 2004 sales to its former parent, General Motors Corporation, equaling approximately \$15.4 billion and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. In the U.S., the Debtors employ approximately 50,600 people. Those employees work in approximately 44 manufacturing sites and 13 technical centers across the country and in Delphi's worldwide headquarters and customer center located in Troy, Michigan. Approximately 34,750 of these individuals are hourly employees, 96% of whom are represented by approximately 49 different international and local

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<sup>1</sup> The aggregated financial data used in this Application generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

unions. Outside the United States, the Company's foreign entities employ more than 134,000 people, supporting 120 manufacturing sites and 20 technical centers across nearly 40 countries worldwide.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.



C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition has deteriorated further in the first six months of 2005. The Company experienced net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, which is approximately \$1 billion less in sales than during the same time period in calendar year 2004.<sup>2</sup>

11. The Debtors believe that three significant issues have largely contributed to the deterioration of the Company's financial performance: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward looking revenue requirements. Having concluded that pre-filing discussions with its Unions and GM were not leading to the implementation of a plan sufficient to address the Debtors' issues on a timely basis, the Company determined to commence

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<sup>2</sup> Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness envisioned in the Company's transformation plan. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down through the chapter 11 process.

14. Upon the conclusion of this process, the Debtors expect to emerge from chapter 11 as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Application, the Debtors request entry of an order authorizing the Debtors to employ and retain Butzel as commercial and litigation counsel in these chapter 11 cases pursuant to an ongoing professional relationship between the Debtors and Butzel.

Basis For Relief

16. The Debtors submit that Butzel's proposed retention meets all the prerequisites for retention of special counsel under section 327(e) of the Bankruptcy Code, which permits a debtor-in-possession, with court approval, to employ counsel that has represented the Debtors prior to the commencement of their chapter 11 cases, for a "specified special purpose" if such employment is in the best interest of the Debtors. Butzel is proposed commercial and litigation counsel to the Debtors, but not the proposed bankruptcy counsel in these chapter 11 cases, section 327(e) does not require that Butzel and its attorneys be "disinterested persons" as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) instead requires that Butzel not represent or hold any interest adverse to the estates or the Debtors with respect to the matter on which Butzel is to be employed. As discussed below, the employment of Butzel as commercial and litigation counsel is in the best interests of the Debtors.

The Debtors' Employment Of Butzel  
Is In The Best Interests Of The Estates

17. Butzel will serve as commercial and litigation counsel to the Debtors during these chapter 11 cases. Butzel has performed similar work for the Debtors for the past five years and is therefore very familiar with the Debtors' businesses and operations. In particular, Butzel is especially attuned to the unique commercial issues that arise in the Debtors' industry.

18. Butzel believes that it is one of the largest full service law firms in Michigan with over 200 attorneys who handle a wide range of sophisticated commercial and other business matters for some of the nation's largest companies and non-profit organizations. Most importantly for present purposes, several members of Butzel have extensive experience in commercial and general business law and their interplay with restructuring and bankruptcy law.

Accordingly, the Debtors believe that Butzel is well qualified to serve as commercial and litigation counsel in these chapter 11 cases in an efficient and effective manner.

19. The Debtors believe that the employment of Butzel will enhance and will not duplicate the employment of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden"), the Debtors' general bankruptcy counsel, Shearman & Sterling LLP ("Shearman"), the Debtors' special counsel, Togut, Segal & Segal LLP ("Togut"), the Debtors' conflicts counsel, or any other professionals retained by the Debtors to perform specific tasks that are unrelated to the work to be performed by Butzel as commercial and litigation counsel to the Debtors. The Debtors understand that Butzel will work with the other professionals retained by the Debtors to avoid any such duplication.

Services To Be Rendered By Butzel

20. The Debtors wish to engage Butzel to provide legal services to the Debtors in connection with local commercial and other business disputes. The Debtors anticipate that such services will include the following:

- (a) Legal advice and litigation services with respect to tort, contract, and general business disputes within the states of Michigan and Ohio;
- (b) Legal advice and representation with respect to out-of-court commercial workouts;
- (c) Legal advice and representation with respect to collection service disputes;
- (d) Legal advice and representation with respect to financially distressed suppliers;
- (e) Miscellaneous commercial and litigation advice and counsel related to local issues.

21. Butzel has indicated its desire and willingness to represent the Debtors as set forth herein and to render the necessary professional services as legal counsel to the Debtors.

22. The Debtors may request that Butzel undertake specific matters beyond the scope of the responsibilities set forth above. Should Butzel agree in its discretion to undertake any such matter, the Debtors shall seek further order of this Court.

Disinterestedness Of Professionals

23. The Derian Affidavit filed in support of this Application contains information available to date on Butzel's connections with other parties-in-interest, as required by Bankruptcy Rule 2014(a). To the best of the Debtors' knowledge, and based on the information in the attached Derian Affidavit, Butzel, its shareholders, counsel and associates do not hold or represent any interest adverse to the Debtors, their creditors, any other party-in-interest in these chapter 11 cases, their respective attorneys and investment advisors, the U.S. Trustee, or any person employed therein, with respect to the matters on which Butzel is to be employed.

24. Butzel has disclosed to the Debtors that Butzel has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or their chapter 11 cases. Butzel does not believe that the foregoing raises any actual or potential conflict of interest of Butzel relating to the representation of the Debtors as their commercial and litigation counsel in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution. The Debtors understand that, in order to vitiate any actual or potential conflicts of interest, Butzel will not assist the Debtors in connection with their analysis, negotiations, and litigation, if any, with parties with whom Butzel has existing client relationships, and that Skadden (or other counsel if Skadden has a conflict), instead, will handle these tasks.

Professional Compensation

25. Butzel intends to apply to this Court for compensation and reimbursement of expenses in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, applicable guidelines established by the U.S. Trustee, and orders of this Court. Butzel

acknowledges that all compensation will be subject to this Court's review and approval, after notice and a hearing.

26. Under the applicable provisions of the Bankruptcy Code, and subject to the approval of this Court, the Debtors propose to pay Butzel its standard hourly rates reduced by 20% and capped at \$250.00 per hour and to reimburse Butzel for expenses according to the Debtors' reimbursement policies. The Butzel attorneys who are expected to be principally responsible for the matters in these chapter 11 cases and their respective hourly rates are: James Derian (\$265); Paul Hall (\$225); Sara Keough (\$210); Thomas Radom (\$340); Brent Warner (\$150); Matthew Wilkins (\$340). These hourly rates are subject to annual adjustment according to Butzel's standard policies, subject to the approval of this Court.

27. No arrangement is proposed between the Debtors and Butzel for compensation to be paid in these chapter 11 cases other than as set forth above and in the Derian Affidavit.

28. At the Debtors' request, Butzel has continued to assist the debtors' in connection with local commercial and litigation matters since October 8, 2005, and hence the Debtors request that Butzel's retention be effective nunc pro tunc to October 8, 2005.

#### Conclusion

29. For the foregoing reasons, the Debtors submit that the employment of Butzel as the Debtors' commercial and litigation counsel on the terms set forth herein is in the best interests of the estates.

#### Notice

30. Notice of this Application has been provided in accordance with the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And

Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

31. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (a) authorizing the Debtors to employ and retain Butzel as their commercial and litigation counsel to perform the services set forth herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
December 6, 2005

DELPHI CORPORATION, on behalf of itself and  
certain of its subsidiaries and affiliates, as Debtors and  
Debtors-in-possession

By: /s/ David M. Sherbin  
Name: David M. Sherbin  
Title: Vice President, General Counsel, and  
Chief Compliance Officer



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF JAMES G. DERIAN IN SUPPORT OF  
APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R.  
BANK. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF BUTZEL LONG,  
PC AS COMMERCIAL AND LITIGATION COUNSEL TO DEBTORS

STATE OF MICHIGAN

COUNTY OF OAKLAND

JAMES G. DERIAN being duly sworn, deposes and states as follows:

1. I am an attorney admitted to practice before the state and federal courts of the State of Michigan. I am a Shareholder in the Law firm of Butzel Long, PC ("Butzel"), proposed commercial and litigation counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors").

2. I submit this affidavit (the "Affidavit")<sup>1</sup> in support of the Application For Order Under 11 U.S.C. §§ 327(e) AND 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Butzel As Commercial And Litigation Counsel To Debtors (the "Application"), filed concurrently herewith.

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<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

3. The addresses and telephone numbers of Butzel's Michigan offices are as follows:

Detroit

Suite 900  
150 West Jefferson  
Detroit, Michigan 48226  
(313) 225-700  
Fax (313) 225-7080

Ann Arbor

Suite 300  
235 S. Main Street  
Ann Arbor, Michigan  
(734) 995-3110  
Fax (724) 995-1777

Holland

Suite 200  
25 West 8<sup>th</sup> Street  
Holland, Michigan 49423  
(616) 396-8860  
Fax (616) 396-1771

Bloomfield Hills

Suite 200  
100 Bloomfield Hills Parkway  
Bloomfield Hills, Michigan 48302  
(248) 258-1616  
Fax (248) 258-1439

Lansing

Suite 110  
110 West Michigan  
Lansing, Michigan 48933  
(517) 372-6622  
Fax (517) 372-6672

4. Butzel is well qualified to assist the Debtors in the manner described in the Application. Attached hereto as Exhibit A is a copy of the professional biographies and backgrounds of the Butzel attorneys who will have primary responsibility for providing to the Debtors the services listed below.

5. Butzel believes that it is one of the largest full service law firms in Michigan with over 200 attorneys who handle a wide range of sophisticated commercial and other business matters for some of the nation's largest companies and non-profit organizations. Most importantly for present purposes, several members of Butzel have extensive experience in commercial and general business law, and their interplay with restructuring and bankruptcy law. Accordingly, the Debtors believe that Butzel is well qualified to serve as commercial and litigation counsel in these chapter 11 cases in an efficient and effective manner.

6. Butzel has advised the Debtors regarding commercial and other business matters for the past five years. Based on the services that Butzel has previously provided to the Debtors, Butzel is thoroughly familiar with the Debtors' corporate structure, the nature of their financial status, and certain legal matters relating to the Debtors.

7. Generally, in connection with the Debtors' cases, Butzel will continue to provide to the Debtors with the following types of professional services:

- (a) Legal advice and litigation services with respect to tort, contract, and general business disputes within the states of Michigan and Ohio;
- (b) Legal advice and representation with respect to out-of-court commercial workouts;
- (c) Legal advice and representation with respect to collection service disputes;
- (d) Legal advice and representation with respect to financially distressed suppliers;
- (e) Miscellaneous commercial and litigation advice and counsel related to local issues.

8. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden") as the Debtors' bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as the Debtors' special counsel, the engagement of Togut, Segal & Segal LLP ("Togut") as the Debtors' conflicts counsel, or the engagement of any other counsel for the Debtors', Butzel will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of Butzel's existing clients and (b) reviewing, interpreting, or commenting on the specific contracts and claims of certain of Butzel's existing clients. These existing client relationships, and the scope of the carve-out from Butzel's retention, are discussed more fully below.

9. It is Butzel's understanding that the Debtors may request that Butzel undertake specific matters beyond the limited scope of the responsibilities set forth above.

Should Butzel agree in its discretion to undertake any such matter, it is Butzel's understanding that the Debtors will seek further order of this Court.

10. Butzel is making efforts, together with the Debtors' other counsel, to ensure that there is no duplication of effort or work between such firms and Butzel. It is Butzel's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. Butzel believes that its lawyers, and the rest of the lawyers retained in these cases have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

11. Butzel has received approximately \$298,000 from the Debtors in the 90-day prepetition period for legal services rendered and expenses incurred by Butzel. In addition, the Debtors have provided \$100,000 as a retainer. There are no arrangements between Butzel and any entity to share compensation received or to be received in connection with these chapter 11 cases.

12. Butzel has agreed to accept as compensation for the services rendered in connection with its representation of the Debtors: (a) Butzel's standard hourly rates reduced by 20% and capped at \$250.00 per hour; and (b) any such additional sums as may be allowed by this Court based on the time spent and services rendered, the result achieved, the difficulty and complexity encountered, and other appropriate factors. Butzel intends to request allowance and payment of fees and expenses at its standard hourly rates discounted by 20% and capped at \$250.00 per hour, and to request allowance and reimbursement of its expenses according to the Debtors' customary reimbursement policies, subject to the approval of this Court. A list of standard hourly rates for those members of Butzel who are expected primarily to render services

in connection with the Debtors' cases is attached hereto as Exhibit B. These hourly rates are subject to annual adjustment in accordance with Butzel's standard policies. Butzel will not be paid any additional compensation by the Debtors except upon application and approval by this Court after notice and a hearing.

13. Butzel acknowledges that all amounts paid to Butzel during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to Butzel during these cases are disallowed by this Court, the fees and expenses will be disgorged by Butzel and returned to the Debtors or as otherwise ordered by this Court.

14. Butzel categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). Butzel acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

15. Butzel has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. Butzel maintains a database containing the names of current, former, and potential clients and other principal parties related to such clients. I caused Butzel to review and analyze the conflict database to determine whether Butzel has any connection with the principal parties-in-interest in these chapter 11 cases, using information provided to Butzel by the Debtors and Skadden and information contained in the database.

16. Based upon this research, I have determined that Butzel has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11

cases. I do not believe that the foregoing raises any actual or potential conflicts of interest of Butzel relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

17. It is my intention that, if Butzel becomes aware of any other connections of which it presently is unaware, Butzel will bring them to the attention of this Court and the U.S. Trustee.

Dated: Bloomfield Hills, MI  
December 6, 2005

By: /s/ James G. Derian  
James G. Derian

Sworn to before me this 6th  
day of December, 2005

/s/ Bernadette Hackbarth  
Notary Public

**EXHIBIT A**

**ATTORNEY BIOGRAPHIES**

**JAMES G. DERIAN**

**Areas of Expertise**

- Commercial contracts
- Commercial and other business litigation
- Product liability
- Insurance coverage
- Construction litigation
- Zoning and real estate litigation

**Professional Experience**

- Private practice, Detroit, MI

**Education**

- B.A., University of Michigan, Ann Arbor, 1977
- J.D., Wayne State University, 1981

**PAULA A. HALL**

**Areas of Expertise**

- Bankruptcy and creditors rights
- Commercial workouts
- Collection litigation

**Professional Experience**

- Private practice, Detroit, MI

**Education**

- A.B., University of Michigan, 1996
- J.D., University of Michigan, 1999

**SARA B. KEOUGH**

**Areas of Expertise**

- Commercial and other business litigation
- Insurance litigation
- Tort defense litigation

**Professional Experience**

- Private practice, Detroit, MI

**Education**

- B.A., Duke University, 1992
- J.D., Southern Methodist School of Law, 1995

**THOMAS B. RADOM**

**Areas of Expertise**

- Bankruptcy reorganizations and liquidations
- Commercial workouts
- Debtor/creditor rights
- Commercial litigation

**Professional Experience**

- Private Practice, Detroit, MI

**Education**

- A.B., Albion College, 1971
- J.D., Wayne State University, 1974

**BRENT W. WARNER**

**Areas of Expertise**

- Commercial Litigation

**Professional Experience**

- Private practice, Detroit, MI

**Education**

- B.S., Alma College, 2001
- J.D., University of Toledo College of Law, 2004

**MATTHEW E. WILKINS**

**Areas of Expertise**

- Bankruptcy and creditors' rights
- Out-of-court workouts
- Commercial litigation



**Professional Experience**

- Private practice, Detroit, MI and Chicago, IL

**Education**

- B.A., Vanderbilt University, 1980
- J.D., Indiana University, 1983

**EXHIBIT B**

**STANDARD HOURLY RATES**

**Billing Rates Effective January 1, 2005**

Derian	\$265
Hall	\$225
Keough	\$210
Radom	\$340
Warner	\$150
Wilkins	\$340

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
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ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014  
AUTHORIZING EMPLOYMENT AND RETENTION OF BUTZEL & LONG, P.C.  
AS COMMERCIAL AND LITIGATION COUNSEL TO DEBTORS

("BUTZEL LONG RETENTION ORDER")

Upon the application, dated December 6, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(a) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Butzel Long, PC ("Butzel") as commercial and litigation counsel to the Debtors; and upon the Affidavit of James Derian, sworn to December 6, 2005, in support of the Application (the "Derian Affidavit"); and this Court being satisfied with the representations made in the Application and the Derian Affidavit that Butzel does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Butzel is to be employed, and that Butzel's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. The Debtors' employment of Butzel as commercial and litigation counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code, and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005.

3. Butzel shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. Any party-in-interest shall have the right to raise the issue of the application of Butzel's postpetition fees and expenses incurred at any time.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

6. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
December \_\_\_, 2005

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UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT G**

**Objections Due: December 16, 2005 at 4:00 p.m.**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF PRESENTMENT OF ORDER UNDER 11 U.S.C. §§ 327(e)  
AND 1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND  
RETENTION OF BUTZEL LONG, PC AS LOCAL COUNSEL TO DEBTORS

PLEASE TAKE NOTICE that on December 6, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Application For An Order Under 11 U.S.C. §§ 327(e) And 1107(B) And Fed. R. Bankr. P. 2014 Authorizing Debtors Employment And Retention Of Butzel Long, PC ("Butzel") As Local Counsel to Debtors (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on January 5, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit A will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on December 16, 2005.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Application (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and

the Order Under 11 U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Att'n: Mark A. Broude), (vi) Butzel & Long, P.C., 100 Bloomfield Hills Parkway, Suite 200, Bloomfield Hills, MI 48304 (Att'n: James Darien), and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York



10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on December 16, 2005** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing, in accordance with the Case Management Order, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing, and that if no objections to the Application are timely filed and served the Bankruptcy Court may enter an order granting the Application **without further notice**.

Dated: New York, New York  
December 6, 2005

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----x

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014  
AUTHORIZING EMPLOYMENT AND RETENTION OF BUTZEL & LONG, P.C.  
AS COMMERCIAL AND LITIGATION COUNSEL TO DEBTORS

("BUTZEL LONG RETENTION ORDER")

Upon the application, dated December 6, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(a) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Butzel Long, PC ("Butzel") as commercial and litigation counsel to the Debtors; and upon the Affidavit of James Derian, sworn to December 6, 2005, in support of the Application (the "Derian Affidavit"); and this Court being satisfied with the representations made in the Application and the Derian Affidavit that Butzel does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Butzel is to be employed, and that Butzel's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. The Debtors' employment of Butzel as commercial and litigation counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code, and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005.

3. Butzel shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. Any party-in-interest shall have the right to raise the issue of the application of Butzel's postpetition fees and expenses incurred at any time.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

6. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
December \_\_\_, 2005

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UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT H**

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b)  
AUTHORIZING EMPLOYMENT AND RETENTION OF  
CANTOR COLBURN LLP AS PATENT COUNSEL TO DEBTORS

("CANTOR COLBURN LLP RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this application (the "Application") for an order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 (a) authorizing the employment and retention of Cantor Colburn LLP ("CCLLP"), whose business address and telephone number are 55 Griffin Road South, Bloomfield, Connecticut 06002, (860) 286-2929, as patent counsel to the Debtors. In support of this Application, the Debtors submit the Affidavit of Philmore H. Colburn II, Esq., sworn to December 6, 2005 (the "Colburn Affidavit"). In further support of this Application, the Debtors respectfully represent as follows:

## Background

### A. The Chapter 11 Filings

1. On October 8, 2005, Delphi and certain of its U.S. subsidiaries (the "Initial Filers") filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1130, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi (together with the Initial Filers, collectively, the "Debtors") filed voluntary petitions in this Court for reorganization relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(b) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases (Dockets Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors (the "Creditors' Committee"). No trustee or examiner, has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

### B. Current Business Operations Of The Debtors

5. With more than 180,000 employees worldwide, global 2004 revenues of approximately \$28.6 billion and global assets as of August 31, 2005 of approximately \$17.1

billion,<sup>1</sup> Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors, will continue their business operations without supervision from the Bankruptcy Court, and will not be subject to the chapter 11 requirements of the U.S. Bankruptcy Code.

6. Over the past century, the operations which are now owned by Delphi have developed leading global technology innovations with significant engineering resources and technical competencies in a variety of disciplines. Today, the Company is arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer with 2004 sales to its former parent, General Motors Corporation, equaling approximately \$15.4 billion and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. In the U.S., the Debtors employ approximately 50,600 people. Those employees work in approximately 44 manufacturing sites and 13 technical centers across the country, and in Delphi's worldwide headquarters and customer center located in Troy, Michigan. Approximately 34,750 of these individuals are hourly employees, 96% of whom are represented by approximately 49 different international and

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<sup>1</sup> The aggregated financial data used in this Application generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

local unions. Outside the United States, the Company's foreign entities employ more than 134,000 people, supporting 120 manufacturing sites and 20 technical centers across nearly 40 countries worldwide.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply source. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.



C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition has deteriorated further in the first six months of 2005. The Company experienced net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, which is approximately \$1 billion less in sales than during the same time period in calendar year 2004.<sup>2</sup>

11. The Debtors believe that three significant issues have largely contributed to the deterioration of the Company's financial performance: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward looking revenue requirements. Having concluded that pre-filing discussions with its Unions and GM were not leading to the implementation of a plan sufficient to address the Debtors' issues on a timely basis, the Company determined to commence

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<sup>2</sup> Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness envisioned in the Company's transformation plan. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down through the chapter 11 process.

14. Upon the conclusion of this process, the Debtors expect to emerge from chapter 11 as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Application, the Debtors request entry of an order authorizing the Debtors to employ and retain CCLLP, pursuant to that certain engagement letter between Delphi and CCLLP, dated November 9, 2005, a copy of which is attached hereto as Exhibit 1 (the "Engagement Letter"), as the Debtors' patent counsel in these chapter 11 cases.

Basis For Relief

16. The Debtors submit that CCLLP's proposed retention meets all the prerequisites for retention of special counsel under section 327(e) of the Bankruptcy Code, which permits a debtor-in-possession, with court approval, to employ counsel that has represented the Debtors prior to the commencement of their chapter 11 cases, for a "specified special purpose" if such employment is in the best interest of the Debtors. CCLLP is the proposed patent counsel to the Debtors, but not the proposed bankruptcy counsel in these chapter 11 cases, section 327(e) does not require that CCLLP and its attorneys be "disinterested persons" as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) instead requires that CCLLP not represent or hold any interest adverse to the estates or the Debtors with respect to the matter on which CCLLP is to be employed. As discussed below, the employment of CCLLP as patent counsel is in the best interests of the Debtors.

The Debtors' Employment Of CCLLP  
Is In The Best Interests Of The Estates

17. The Debtors had retained CCLLP as an ordinary course professional according to the Order Under 11 U.S.C §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business ("Ordinary Course Professionals Order") (Docket No. 883). The Debtors, however, are concerned that CCLLP will exceed the fee cap established in the Ordinary Course Professionals Order. Therefore, the Debtors request that CCLLP be formally retained as patent counsel in these chapter 11 cases.

18. CCLLP will serve as patent counsel to the Debtors during these chapter 11 cases. CCLLP has performed similar work for the Debtors in the past and is therefore familiar with the Debtors' businesses and operations. In particular, CCLLP is especially attuned to the unique patent and intellectual property issues that arise in the Debtors' industry.

19. CCLLP specializes in intellectual property law. Most importantly for present purposes, several members of CCLLP have extensive experience in patent and intellectual property law and are familiar with the interplay between these areas and restructuring and bankruptcy law. CCLLP is thoroughly familiar with the Debtors' intellectual property portfolio, the manner in which the Debtors desire that their patent applications be prepared and prosecuted, and certain legal matters relating to the Debtors based on the services that CCLLP has rendered to the Debtors. Accordingly, the Debtors believe that CCLLP is well qualified to serve as patent counsel in these chapter 11 cases in an efficient and effective manner.

20. The Debtors believe that the employment of CCLLP will enhance and will not duplicate the employment of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden"), the Debtors' general bankruptcy counsel, Shearman & Sterling LLP ("Shearman"), the Debtors' special counsel, Togut, Segal & Segal LLP ("Togut"), the Debtors' conflicts counsel or any of the other professionals retained by the Debtors to perform specific tasks that are unrelated to the work to be performed by CCLLP as patent counsel to the Debtors. The Debtors understand that CCLLP will work with the other professionals retained by the Debtors to avoid any such duplication.

Services To Be Rendered By CCLLP

21. As set forth in the Engagement Letter, the Debtors wish to engage CCLLP to provide services to the Debtors in connection with patent matters. The Debtors anticipate that such services will include the following:

- A. Preparing patent applications in various fields relating to the Debtors' business operations for filing in the United States Patent and Trademark Office, including without limitation applications directed to devices, components, processes and systems relating to inflatable restraints, inflatable cushions, occupant restraints, safety restraints, exhaust treatment, sensors, catalysts, solid oxide fuel cells, fuel control systems and steering systems;

- B. Responding to office actions and otherwise prosecuting patent applications before the United States Patent and Trademark Office in the foregoing fields and as otherwise requested by Debtors;
- C. Rendering patentability, infringement, and clearance opinions in the foregoing fields and as otherwise requested by Debtors;
- D. Drafting and negotiating intellectual property acquisitions, transfers or licenses relating to the Debtors' business operations in the foregoing fields and as otherwise requested by the Debtors;
- E. Representing the Debtors in actual and contemplated intellectual property and related litigation; and
- F. Performing such other patent and intellectual property related legal services as the Debtors may from time to time request.

22. CCLLP has indicated its desire and willingness to represent the Debtors as set forth herein and to render the necessary professional services as patent counsel to the Debtors.

23. The Debtors may request that CCLLP undertake specific matters beyond the scope of the responsibilities set forth above. Should CCLLP agree in its discretion to undertake any such matter, the Debtors will seek further order of this Court.

#### Disinterestedness Of Professionals

24. The Colburn Affidavit filed in support of this Application contains information available to date on CCLLP's connections with other parties-in-interest in these chapter 11 cases, as required by Bankruptcy Rule 2014(a). To the best of the Debtors' knowledge, and based on the information in the attached Colburn Affidavit, neither CCLLP nor its partners or associates hold or represent any interest adverse to the Debtors, their creditors, any other party-in-interest in these chapter 11 cases, their respective attorneys and investment advisors, the U.S. Trustee, or any person employed by such parties, with respect to the matters on which CCLLP is to be employed.

25. CCLLP has disclosed to the Debtors that CCLLP has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or their chapter 11 cases. These entities are identified in the Colburn Affidavit. CCLLP does not believe that the foregoing raises any actual or potential conflict of interest of CCLLP relating to the representation of the Debtors as their patent counsel in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution. The Debtors understand that, in order to vitiate any actual or potential conflicts of interest, CCLLP will not assist the Debtors in connection with their analysis, negotiations, and litigation, if any, with parties with whom CCLLP has existing client relationships, and that Skadden (or other counsel if Skadden has a conflict), instead, will handle these tasks.

Professional Compensation

26. CCLLP intends to apply to this Court for compensation and reimbursement of fees and expenses in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, applicable guidelines established by the U.S. Trustee, and orders of this Court. CCLLP acknowledges that all compensation will be subject to this Court's review and approval after notice and a hearing.

27. Under the applicable provisions of the Bankruptcy Code, and subject to the approval of this Court, the Debtors propose to pay CCLLP's professional service fees as set forth below:

A. CCLLP will be compensated at its usual and customary hourly rates, which range from \$150 to \$385 per hour, for work performed on Debtors' behalf;

B. Unless otherwise agreed to by the Debtors and CCLLP, the professional service fees charged by CCLLP for preparing a patent application for filing before

the United States Patent and Trademark Office will be capped at Five Thousand and 00/100 Dollars (\$5,000.00);

C. Unless otherwise agreed to by the Debtors and CCLLP, the professional service fees charged by CCLLP for preparing a response to an office action from the United States Patent and Trademark Office will be capped at One Thousand Six Hundred Fifty and 00/100 Dollars (\$1,650.00);

D. When the Debtors and CCLLP agree that work to be performed is beyond the scope of a typical patent application or response to an office action, CCLLP's professional service fee will not be subject to the aforementioned caps; and

E. For matters other than the preparation of patent applications and responses to office actions, CCLLP will earn its fees on an hourly basis.

28. In addition to paying CCLLP's professional service fees, the Debtors will pay CCLLP for expenses incurred representing the Debtors. These expenses are in addition to CCLLP's professional service fees, and are not subject to the professional service fee caps described above. By way of example, but not limitation, expenses include government fees, filing fees, drawing fees, messengers, facsimiles, computerized research, word processing, printing and photocopying, travel, transcripts, parking, filing fees, telephone toll charges, secretarial overtime (when attributable to the Debtors' special needs), notary charges, experts and other consultants retained on the Debtors' behalf, and other similar costs and expenses. CCLLP will comply with all applicable rules regarding reimbursement of these expenses.

29. No arrangement is proposed between the Debtors and CCLLP for compensation to be paid in these chapter 11 cases other than as set forth above, in the Engagement Letter, and in the Colburn Affidavit.

Conclusion

30. For the foregoing reasons, the Debtors submit that the employment of CCLLP as the Debtors' patent counsel on the terms set forth herein is in the best interests of the estates.

Notice

31. Notice of this Application has been provided in accordance with the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e), entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

32. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.



WHEREFORE, the Debtors respectfully request that this Court enter an order (a) authorizing the Debtors to employ and retain CCLLP as their patent counsel to perform the services set forth herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
December 6, 2005

DELPHI CORPORATION, on behalf of itself and  
certain of its subsidiaries and affiliates, as Debtors and  
Debtors-in-possession

By: /s/ David M. Sherbin  
Name: David M. Sherbin  
Title: Vice President, General Counsel, and  
Chief Compliance Officer

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF PHILMORE H. COLBURN II, IN SUPPORT OF  
APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND  
1107(b) AUTHORIZING EMPLOYMENT AND RETENTION OF  
CANTOR COLBURN LLP AS PATENT COUNSEL TO DEBTORS

Philmore H. Colburn II being duly sworn, deposes and states as follows:

1. I am the managing partner in the firm of Cantor Colburn LLP ("CCLLP"), proposed patent counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors").

2. I submit this affidavit (the "Affidavit")<sup>1</sup> in support of the Application For Order Under 11 U.S.C. §§ 327(e) and 1107(b) Authorizing Employment And Retention Of Cantor Colburn LLP As Patent Counsel To Debtors (the "Application"), filed concurrently herewith.

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<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

3. The name, address and telephone number of CCLLP are as follows:

CANTOR COLBURN LLP  
55 Griffin Road South  
Bloomfield, Connecticut 06002  
(860) 286-2929

4. CCLLP is well qualified to assist the Debtors in the manner described in the Application. CCLLP specializes in intellectual property law. Most importantly for present purposes, several members of CCLLP have extensive experience in patent and intellectual property law, and are familiar with the interplay between these areas and restructuring and bankruptcy law. Accordingly, the Debtors believe that CCLLP is well qualified to serve as patent counsel in these chapter 11 cases in an efficient and effective manner.

5. CCLLP has previously advised the Debtors regarding patent and intellectual property matters. CCLLP is thoroughly familiar with the Debtors' intellectual property portfolio, the manner in which the Debtors desire that their patent applications be prepared and prosecuted, and certain legal matters relating to the Debtors based on the services that CCLLP has rendered to the Debtors.

6. Generally, in connection with the Debtors' cases, CCLLP intends to provide to the Debtors the following types of professional services:

- A. Preparing patent applications in various fields relating to the Debtors' business operations for filing in the United States Patent and Trademark Office, including without limitation applications directed to devices, components, processes and systems relating to inflatable restraints, inflatable cushions, occupant restraints, safety restraints, exhaust treatment, sensors, catalysts, solid oxide fuel cells, fuel control systems and steering systems;
- B. Responding to office actions and otherwise prosecuting patent applications before the United States Patent and Trademark Office in the foregoing fields and as otherwise requested by Debtors;

- C. Rendering patentability, infringement, and clearance opinions in the foregoing fields and as otherwise requested by Debtors;
- D. Drafting and negotiating intellectual property acquisitions, transfers or licenses relating to the Debtors' business operations in the foregoing fields and as otherwise requested by the Debtors;
- E. Representing the Debtors in actual and contemplated intellectual property and related litigation; and
- F. Performing such other patent and intellectual property related legal services as the Debtors may from time to time request

7. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden, Arps") as bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as special counsel, the engagement special labor counsel, and the engagement of special employee benefits counsel (all, as addressed below), CCLLP will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of CCLLP's existing clients and (b) reviewing, interpreting or commenting on the specific contracts and claims of certain of CCLLP's existing clients. These existing client relationships, and the scope of the carve-out from CCLLP's retention, are discussed more fully below.

8. It is CCLLP's understanding that the Debtors may request that CCLLP undertake specific matters beyond the limited scope of the responsibilities set forth above. Should CCLLP agree in its discretion to undertake any such matter, it is CCLLP's understanding that the Debtors shall seek further order of this Court.

9. CCLLP is making efforts, together with the Debtors' bankruptcy counsel, Skadden, Arps, special counsel, Shearman, special labor counsel, O'Melveny, and special employee benefits counsel, Groom, to ensure that there is no duplication of effort or work between Skadden, Arps, Shearman, O'Melveny, Groom, and CCLLP. It is CCLLP's intention

that the estates should receive the best value possible from the efficient coordination of work among its counsel. CCLLP believes that its lawyers, Skadden, Arps, Shearman, and other counsel have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

10. Prior to the Petition Date, CCLLP was compensated on an hourly basis for services rendered to the Debtors. CCLLP had not been paid, and is not in possession of, any prepetition retainer.

11. CCLLP has agreed to accept as compensation for the services rendered in connection with its representation of the Debtors as follows:

A. CCLLP will be compensated at its usual and customary hourly rates, which range from \$150 to \$385 per hour, for work performed on Delphi's behalf;

B. Unless otherwise agreed to by the Debtors and CCLLP, the professional service fees charged by CCLLP for preparing a patent application for filing with the United States Patent and Trademark Office will be capped at Five Thousand and 00/100 Dollars (\$5,000.00);

C. Unless otherwise agreed to by the Debtors and CCLLP, the professional service fees charged by CCLLP for preparing a response to an office action from the United States Patent and Trademark Office will be capped at One Thousand Six Hundred Fifty and 00/100 Dollars (\$1,650.00);

D. In cases where the Debtors and CCLLP agree that work to be performed is beyond the scope of a typical patent application or response to an office action, CCLLP's professional service fee will not be subject to the aforementioned caps; and

A. For matters other than the preparation of patent applications and responses to office actions, CCLLP will earn its fees on an hourly basis.

12. In addition to paying CCLLP's professional service fees, the Debtors will pay CCLLP for expenses incurred representing the Debtors. These expenses are in addition to CCLLP's professional service fees, and are not subject to the professional service fee caps described above. By way of example, but not limitation, expenses include government fees, filing fees, drawing fees, messengers, facsimiles, computerized research, word processing, printing and photocopying, travel, transcripts, parking, filing fees, telephone toll charges, secretarial overtime (where attributable to Delphi's special needs), notary charges, experts and other consultants retained on Delphi's behalf, and other similar costs and expenses. CCLLP comply with all applicable rules regarding reimbursement of these expenses.

13. CCLLP acknowledges that all amounts paid to CCLLP during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to CCLLP during these cases are disallowed by this Court, the fees and expenses will be disgorged by CCLLP and returned to the Debtors or as otherwise ordered by this Court.

14. CCLLP categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). CCLLP acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

15. CCLLP has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' reorganization cases. CCLLP maintains a database containing the names of current, former, and potential clients and other principal parties related

to such clients. I personally reviewed the Suggested List of Interested Parties (Consolidated) and caused employees of CCLLP's billing department who are familiar with CCLLP's database of current, former, and potential clients to review and analyze our database to determine whether CCLLP has any connection with the principal parties-in-interest in these chapter 11 cases, using information provided to CCLLP by the Debtors and Skadden, Arps and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, and (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases.

16. Based upon this research, I have determined that CCLLP has in the past represented, currently represents, and will likely represent in the future, certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that the foregoing raise any actual or potential conflicts of interest of CCLLP relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution. These entities are identified below:

Aglient Tech. (M) Sdn Bhd  
Bell South  
Delco Remy America (DRA)  
Delphi Technologies, Inc.  
Epsilon  
Furukawa Electric Co. Ltd.  
IBM Corporation  
General Electric Capital Corporation  
General Electric Co Inc  
GE Medical Systems  
General Motors Corporation  
GMNAO  
Henkel KGAA  
Remy International Inc.  
Yuasa & Hara  
Stites & Harbison, PLLC  
Sumitomo Electric Industries Ltd.  
Sung Woo-GPS

17. It is my intention that if CCLLP becomes aware of any other connections with the Debtors of which it presently is unaware, CCLLP will bring them to the attention of this Court and the U.S. Trustee.

18. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

/s/ Philmore H. Colburn II  
Philmore H. Colburn II, Esq.

Sworn to before me  
this 6th day of December, 2005

/s/ Elaine A. Euliano  
Notary Public  
My commission expires October 31, 2010



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
DELPHI CORPORATION, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
	: (Jointly Administered)
Debtors.	:
	:
-----X	

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014  
AUTHORIZING EMPLOYMENT AND RETENTION OF CANTOR COLBURN LLP  
AS PATENT COUNSEL TO DEBTORS

("CANTOR COLBURN LLP RETENTION ORDER")

Upon the application, dated December 6, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Cantor Colburn LLP ("CCLLP") as patent counsel to the Debtors; and upon the Affidavit of Philmore H. Colburn, Esq., sworn to December 6, 2005, in support of the Application (the "Colburn Affidavit"); and this Court being satisfied with the representations made in the Application and the Colburn Affidavit that CCLLP does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which CCLLP is to be employed, and that CCLLP's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. The Debtors' employment of CCLLP as their patent counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code, and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the date of the Application.

3. CCLLP shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. Any party-in-interest shall have the right to raise the issue of the application of CCLLP's postpetition fees and expenses incurred at any time.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

6. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
December \_\_, 2005

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UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT I**

**Objections Due: December 16, 2005 at 4:00 p.m.**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF PRESENTMENT OF ORDER UNDER 11 U.S.C. §§ 327(e)  
AND 1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND  
RETENTION OF CANTOR COLBURN LLP AS PATENT COUNSEL TO DEBTORS

PLEASE TAKE NOTICE that on December 6, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Application For An Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Debtors Employment And Retention Of Cantor Colburn LLP ("CCLLP") As Patent Counsel to Debtors (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on January 5, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit A will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on December 16, 2005.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Application (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006,

9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Att'n: Mark A. Broude), (vi) Cantor Colburn LLP, 55 Griffin Road South, Bloomfield, Connecticut 06002 (Att'n: Philmore H. Colburn II), and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n:

Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on December 16, 2005** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing, in accordance with the Case Management Order, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing, and that if no objections to the Application are timely filed and served the Bankruptcy Court may enter an order granting the Application **without further notice**.

Dated: New York, New York  
December 6, 2005

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:   
Debtors. : (Jointly Administered)  
:   
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ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014  
AUTHORIZING EMPLOYMENT AND RETENTION OF CANTOR COLBURN LLP  
AS PATENT COUNSEL TO DEBTORS

("CANTOR COLBURN LLP RETENTION ORDER")

Upon the application, dated December 6, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Cantor Colburn LLP ("CCLLP") as patent counsel to the Debtors; and upon the Affidavit of Philmore H. Colburn, Esq., sworn to December 6, 2005, in support of the Application (the "Colburn Affidavit"); and this Court being satisfied with the representations made in the Application and the Colburn Affidavit that CCLLP does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which CCLLP is to be employed, and that CCLLP's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:



1. The Application is GRANTED.

2. The Debtors' employment of CCLLP as their patent counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code, and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the date of the Application.

3. CCLLP shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. Any party-in-interest shall have the right to raise the issue of the application of CCLLP's postpetition fees and expenses incurred at any time.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

6. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
December \_\_, 2005

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UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT J**

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b)  
AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT  
AND RETENTION OF HOWARD & HOWARD ATTORNEYS, P.C.  
AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("HOWARD & HOWARD RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this application (the "Application") for an order under 11 U.S.C. §§ 327(e) and 1107(b) And Fed. R. Bankr. P. 2014 authorizing the employment and retention of Howard & Howard Attorneys, P.C. ("H&H") as intellectual property counsel to the Debtors nunc pro tunc to October 8, 2005. In support of this Application, the Debtors submit the Affidavit of William H. Honaker, sworn to November 17, 2005 (the "Honaker Affidavit"). In further support of this Application, the Debtors respectfully represent as follows:

## Background

### A. The Chapter 11 Filings

1. On October 8, 2005, Delphi and certain of its U.S. subsidiaries (the "Initial Filers") filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1130, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi filed voluntary petitions in this Court for reorganization relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(b) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases (Dockets Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 327(e), and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

### B. Current Business Operations Of The Debtors

5. With more than 180,000 employees worldwide, global 2004 revenues of approximately \$28.6 billion and global assets as of August 31, 2005 of approximately \$17.1

billion,<sup>1</sup> Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors, will continue their business operations without supervision from the Bankruptcy Court, and will not be subject to the chapter 11 requirements of the U.S. Bankruptcy Code.

6. Over the past century, the operations which are now owned by Delphi have developed leading global technology innovations with significant engineering resources and technical competencies in a variety of disciplines. Today, the Company is arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer with 2004 sales to its former parent, General Motors Corporation, equaling approximately \$15.4 billion and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. In the U.S., the Debtors employ approximately 50,600 people. Those employees work in approximately 44 manufacturing sites and 13 technical centers across the country and in Delphi's worldwide headquarters and customer center located in Troy, Michigan. Approximately 34,750 of these individuals are hourly employees, 96% of whom are represented by approximately 49 different international and local

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<sup>1</sup> The aggregated financial data used in this Application generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

unions. Outside the United States, the Company's foreign entities employ more than 134,000 people, supporting 120 manufacturing sites and 20 technical centers across nearly 40 countries worldwide.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition has deteriorated further in the first six months of 2005. The Company experienced net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, which is approximately \$1 billion less in sales than during the same time period in calendar year 2004.<sup>2</sup>

11. The Debtors believe that three significant issues have largely contributed to the deterioration of the Company's financial performance: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward looking revenue requirements. Having concluded that pre-filing discussions with its Unions and GM were not leading to the implementation of a plan sufficient to address the Debtors' issues on a timely basis, the Company determined to commence

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<sup>2</sup> Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness envisioned in the Company's transformation plan. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down through the chapter 11 process.

14. Upon the conclusion of this process, the Debtors expect to emerge from chapter 11 as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Application, the Debtors request entry of an order authorizing the Debtors to employ and retain H&H as an intellectual property counsel to the Debtors in these chapter 11 cases.



Basis For Relief

16. The Debtors submit that H&H's proposed retention meets all the prerequisites for retention of special counsel under section 327(e) of the Bankruptcy Code, which permits a debtor-in-possession, with court approval, to employ counsel that has represented the Debtors prior to the commencement of their chapter 11 cases, for a "specified special purpose" if such employment is in the best interest of the Debtors. H&H is a proposed intellectual property counsel to the Debtors, but not the proposed bankruptcy counsel in these chapter 11 cases. Section 327(e) of the Bankruptcy Code does not require that H&H and its attorneys be "disinterested persons" as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) instead requires that H&H not represent or hold any interest adverse to the estates or the Debtors with respect to the matter on which H&H is to be employed. As discussed below, the employment of H&H as special intellectual property counsel is in the best interests of the Debtors.

The Debtors' Employment Of H&H  
Is In The Best Interests Of The Estates

17. H&H will serve as an intellectual property counsel to the Debtors during these chapter 11 cases. H&H has performed similar work for the Debtors in the past and is therefore familiar with the Debtors' businesses and operations. In particular, H&H is especially attuned to the unique intellectual property issues that arise in the Debtors' industry and have faced the Debtors.

18. H&H has an extensive intellectual property practice serving many clients in the automotive industry. Accordingly, the Debtors believe that H&H is well qualified to serve as an intellectual property counsel in these chapter 11 cases in an efficient and effective manner.

19. The Debtors believe that the employment of H&H will enhance and will not duplicate the employment of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden"), the Debtors' general bankruptcy counsel, Shearman & Sterling LLP ("Shearman"), the Debtors' special counsel, Togut, Segal & Segal LLP ("Togut"), the Debtors' conflicts counsel, or the employment of any other professionals retained by the Debtors to perform specific tasks that are unrelated to the work to be performed by H&H as intellectual property counsel to the Debtors. The Debtors understand that H&H will work with the other professionals retained by the Debtors to avoid any such duplication.

Services To Be Rendered By H&H

20. The Debtors wish to engage H&H to provide services to the Debtors in connection with intellectual property matters. The Debtors anticipate that such services will include the following:

- (a) Patent Preparation: review of invention disclosures, preparation of patentability opinions, and preparation and filing of patent applications with U. S. Patent and Trademark Office.
- (b) Patent Preparation: Review of correspondence from U.S. Patent and Trademark Office and preparation of amendments to patent applications to secure the patent.
- (c) Non-Infringement & Clearance Opinions: Review of potential products and inventions, conduct searches for relevant patents and publications, review and analyze uncovered patents and publications, and preparation of opinions.
- (d) Miscellaneous intellectual property advice and counsel related to copyrights, trademarks and know-how and contractual matters involving intellectual property.

21. H&H has indicated its desire and willingness to represent the Debtors as set forth herein and to render the necessary professional services as intellectual property counsel to the Debtors. H&H has rendered such professional services to the Debtors prior to and continuously after the commencement of these bankruptcy cases.

22. The Debtors may request that H&H undertake specific matters beyond the scope of the responsibilities set forth above. Should H&H agree in its discretion to undertake any such matter, the Debtors shall seek further order of this Court.

Disinterestedness Of Professionals

23. The Honaker Affidavit filed in support of this Application contains information available to date on H&H's connections with other parties-in-interest, as required by Bankruptcy Rule 2014(a). To the best of the Debtors' knowledge, and based on the information in the attached Honaker Affidavit, H&H, its shareholders and associates do not hold or represent any interest adverse to the Debtors, their creditors, any other party-in-interest in these chapter 11 cases, their respective attorneys and investment advisors, the U.S. Trustee, or any person employed therein, with respect to the matters on which H&H is to be employed.

24. H&H has disclosed to the Debtors that H&H has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors' chapter 11 cases. H&H does not believe that the foregoing raises any actual or potential conflict of interest of H&H relating to the representation of the Debtors as intellectual property counsel in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution. The Debtors understand that, in order to vitiate any actual or potential conflicts of interest, H&H will not assist the Debtors in connection with their analysis, negotiations, and litigation, if any, with parties with whom H&H has existing client relationships, and that Skadden (or other counsel if Skadden has a conflict), instead, will handle these tasks.

Professional Compensation

25. H&H intends to apply to this Court for compensation and reimbursement of expenses in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules,

applicable guidelines established by the U.S. Trustee, and orders of this Court. H&H acknowledges that all compensation will be subject to this Court's review and approval after notice and a hearing.

26. In the 90 day period prior to the Petition Date, the Debtors paid to H&H approximately \$395,687.98 in fees and expenses for intellectual property advice and legal services rendered to the Debtors.

27. Under the applicable provisions of the Bankruptcy Code, and subject to the approval of this Court, the Debtors propose to pay H&H as set forth in the Honaker Affidavit.

28. No arrangement is proposed between the Debtors and H&H for compensation to be paid in these chapter 11 cases other than as set forth above and in the Honaker Affidavit.

29. At the Debtors' request, H&H has continued to assist the Debtors' in connection with their intellectual property issues since October 8, 2005 and hence the Debtors request that H&H's retention be effective nunc pro tunc to October 8, 2005.

#### Conclusion

30. For the foregoing reasons, the Debtors submit that the employment of H&H as the Debtors' special intellectual property counsel on the terms set forth herein is in the best interests of the estates.

#### Notice

31. Notice of this Application has been provided in accordance with the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) entered by this Court on October 14, 2005 (Docket No. 245). In

light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

32. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (a) authorizing the Debtors to employ and retain H&H as intellectual property counsel to perform the services set forth herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
December 6, 2005

DELPHI CORPORATION, on behalf of itself and  
certain of its subsidiaries and affiliates, as Debtors and  
Debtors-in-possession

By: /s/ David M. Sherbin  
Name: David M. Sherbin  
Title: Vice President, General Counsel, and  
Chief Compliance Officer

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF WILLIAM H. HONAKER IN SUPPORT OF  
APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND  
1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND  
RETENTION OF HOWARD & HOWARD ATTORNEYS, P.C. AS INTELLECTUAL  
PROPERTY COUNSEL TO DEBTORS

STATE OF MICHIGAN

COUNTY OF OAKLAND

WILLIAM H. HONAKER, being duly sworn, deposes and states as follows:

1. I am an attorney admitted to practice before the courts of the State of Michigan and the United States Patent and Trademark Office. I am a shareholder in the firm of Howard & Howard Attorneys, P.C. ("H&H"), proposed intellectual property counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors").

2. I submit this affidavit (the "Affidavit")<sup>1</sup> in support of the Application For Order Under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Howard & Howard Attorneys, P.C. As Intellectual Property Counsel To Debtors (the "Application") nunc pro tunc to October 8, 2005, filed concurrently herewith.

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<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

3. The address and the telephone and fax numbers of H&H are as follows:

39400 Woodward Ave., Suite 101  
Bloomfield Hills, Michigan 48304  
Telephone: (248) 645-1483  
Facsimile: (248) 645-1568

4. H&H is well qualified to assist the Debtors in the manner described in the Application. H&H has an extensive intellectual property practice serving many clients in the automotive industry. Thus, H&H is especially attuned to the unique intellectual property issues that arise in the Debtors' industry. Accordingly, the Debtors believe that H&H is well qualified to serve as intellectual property counsel in these chapter 11 cases in an efficient and effective manner.

5. H&H has continuously performed identical work for the Debtors for several years prior to the filing of these chapter 11 cases and is therefore familiar with the Debtors' businesses and operations as it relates to intellectual property matters. H&H is generally familiar with the Debtors' corporate structure, the general nature of the Debtors' financial status, and certain legal matters relating to the Debtors based on the intellectual property services that H&H has rendered to the Debtors.

6. Generally, in connection with the Debtors' cases, H&H has been providing to the Debtors since the filing of these chapter 11 cases and will continue to provide to the Debtors during these chapter 11 cases the following types of professional services:

- (a) Patent Preparation: review of invention disclosures, preparation of patentability opinions, preparation and filing of patent applications with the U. S. Patent and Trademark Office.
- (b) Patent Preparation: Review of correspondence from U.S. Patent and Trademark Office and preparation of amendments to patent applications to secure the patent.
- (c) Non-Infringement & Clearance Opinions: Review of potential products and inventions, conduct searches for relevant patents and publications,

review and analyze uncovered patents, and publications and preparation of opinions.

- (d) Miscellaneous intellectual property advice and counsel related to copyrights, trademarks and know-how and contractual matters involving intellectual property.

7. H&H will not be responsible for or undertake any representation with respect to advising any of the Debtors with respect to any matter relating to any of H&H's existing or future clients. These existing client relationships, and the scope of the carve-out from H&H's retention, are discussed more fully below.

8. It is H&H's understanding that the Debtors may request that H&H undertake specific matters beyond the limited scope of the responsibilities set forth above. Should H&H agree in its discretion to undertake any such matter, it is H&H's understanding that the Debtors shall seek further order of this Court.

9. H&H is making efforts together with the Debtors' other counsel to ensure that there is no duplication of effort or work between such firms and H&H. It is H&H's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. H&H believes that its lawyers and the rest of the lawyers retained in these cases have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

10. In the 90 day period prior to the Petition Date, the Debtors paid to H&H approximately \$395,687.98 in fees and expenses for intellectual property advice and legal services rendered to the Debtors. There are no arrangements between H&H and any other entity to share compensation received or to be received in connection with these chapter 11 cases.



11. H&H has agreed to accept compensation for the services rendered in connection with its representation of the Debtors at H&H's standard hourly rates and reimbursement for expenses according to H&H's reimbursement policies subject to approval of the Bankruptcy Court. A list of standard hourly rates for those attorneys and non-attorney personnel who are expected to be rendering services to the Debtor's during these chapter 11 cases and H&H's reimbursement policies are attached hereto as Exhibit A. The hourly rates are subject to annual adjustment in accordance with H&H's standard policies. The last annual hourly rate adjustment for all H&H attorneys and non-attorney personnel was as of November 1, 2005.

12. H&H acknowledges that all amounts paid to H&H during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to H&H during these cases are disallowed by this Court, the fees and expenses will be disgorged by H&H and returned to the Debtors or as otherwise ordered by this Court.

13. H&H categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). H&H acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

14. H&H has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. H&H maintains a database (the "H&H Database") containing the names of current, former, and potential clients and other principal parties related to such clients. I caused H&H to review and analyze the conflict database to determine whether H&H has any connection with the principal parties-in-interest in

these chapter 11 cases, using information provided to H&H by the Debtors and Skadden and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases, and (d) the names of other interested parties (collectively and in all combinations, "Interested Parties").

15. Based upon this research, I have determined that H&H has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11 cases. Attached hereto as Exhibit B is a list of those Interested Parties that are contained in the H&H Database. I do not believe that the relationship of H&H to any of the Interested Parties listed on Exhibit B raises any actual or potential conflicts of interest of H&H relating to the representation of the Debtors as special intellectual property counsel in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

16. It is my intention that if H&H becomes aware of any other connections of which it presently is unaware, H&H will bring them to the attention of this Court and the U.S. Trustee.

By: /s/ William H. Honaker  
William H. Honaker

Sworn to before me  
this 17<sup>th</sup> day of November, 2005

/s/ Sandra L. Barry  
Notary Public

**EXHIBIT "A"**

**Howard and Howard Attorneys Currently Working  
On Delphi Intellectual Property Matters**

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<b>ATTORNEYS</b>		<b>Pre - 11/01/05 Hourly Rate</b>	<b>Post - 10/31/05 Hourly Rate</b>
0023	William H. Honaker	\$355.00	\$375.00
0029	Harold W. Milton	\$375.00	\$400.00
0041	Randall L. Shoemaker	\$250.00	\$275.00
0049	Samuel J. Haidle	\$200.00	\$235.00
0054	Kristopher K. Hulliberger	\$140.00	\$155.00
0069	David M. LaPrairie	\$200.00	\$235.00
0070	Trent K. English	\$135.00	\$155.00
0075	James R. Yee	\$260.00	\$320.00
0124	Robert L. Stearns	\$325.00	\$345.00
0141	Raymond C. Meiers	\$175.00	\$205.00
0165	Jon E. Shackelford	\$275.00	\$295.00
0172	Suzanne K. Klein	\$135.00	\$160.00

**INTERNS AND PARALEGALS**

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0093	Michael G. Shariff	\$135.00	\$165.00
0116	Matthew Binkowski	\$95.00	\$105.00
0120	Lisa M. Muhleck	\$85.00	\$95.00
0139	Brian C. Andress	\$95.00	\$105.00
0174	Christopher M. Francis	\$75.00	\$85.00
0177	Julie Kapp	\$75.00	\$85.00
0178	Stephen J. Kontos	\$75.00	\$85.00
0181	Michael D. Jones	\$100.00	\$110.00
9903	Dawn Large ("IP Paralegal")	\$95.00	\$95.00
9903	Natalya DeVries ("IP Paralegal")	\$95.00	\$95.00

**EXHIBIT A (Cont'd)**

HOWARD & HOWARD  
EXPENSE REIMBURSEMENT ON  
DELPHI INTELLECTUAL PROPERTY MATTERS

<u>Description</u>	<u>Charge*</u>
1. Photocopy Charges (per page)	\$ 0.10 each
2. Facsimile Charges (per page)	\$ 0.50 each
3. Postage Charges	\$ 0.00 N/C
4. Copies – Copy Corps.	
5. Long Distance Telephone Charges	
6. USPTO Government Filing Fees	
7. Delivery Fees (Courier)	
8. Great Lakes Patent & Trademark Depository Searches	
9. USPTO International Search Charges	
10. Washington Associate's fee for conducting Search	
11. Patent Draftsman Charges (informal and formal)	
12. Cell Phone Charges (William Honaker)	
13. Dialog Computer Search & ordering US Patents	
14. Derwent Patent Search for Delphi Infringement	
15. United Parcel Service Charges	
16. Express Mail Charges	
17. Federal Express Charges	
18. International Federal Express Charges	
19. Lexis Research	
20. On-Line Research - Westlaw	
21. Mileage Expense	
22. Travel Expense – Parking and Admission	
23. Travel Expense – Hotel	
24. Travel Expense – Meal	
25. Travel Expense – Airfare	
26. Travel Expense – Car Rental	
27. Meal Expense	
28. Disbursement in obtaining Patent Copies – OptiPat	
29. Disbursements in obtaining file history	
30. Filing fees – Information Disclosure Statement	
31. Disbursements to Foreign Associates	

\* Howard & Howard out-of-pocket cost unless otherwise indicated

**EXHIBIT B**

**HOWARD & HOWARD ATTORNEYS, P.C.**  
**DELPHI INTERESTED PARTIES – H&H MATCHES**

**(A) AFFILIATES AND NON-DEBTOR  
SUBSIDIARIES**

CEI Co., Ltd.  
Daewoo Motor Co., Ltd.  
Delphi Interior Systems de Mexico, S.A. de C.V.  
Delphi Lockheed Automotive Pension Trustees  
Limited  
Delphi Technologies, Inc.

Wells Capital Management-12831400  
Wells Capital Management-13702900  
Wells Capital Management-13823100  
Wells Capital Management-13923602  
Wells Capital Management-14945000  
Wells Capital Management-16017000  
Wells Capital Management-16463700  
Wells Capital Management-16896700  
Wells Capital Management-16959700  
Wells Capital Management-17299500

**(B) FORMER OFFICERS AND DIRECTORS  
(FOR THE PAST THREE YEARS)**

Brown, Richard  
Burgner, David Allen  
Niekamp, Cynthia A.

**(D) INSURERS**

ACE USA  
AIU Inc.  
Allianz  
American Home Assurance Co. (AIMA)  
American International Insurance  
American International Specialty Lines Insurance  
Company  
ANR Pipeline Company  
Aon  
Arch  
AXIS  
Bermuda Markets  
Cananwill, Inc.  
Chubb Custom Insurance  
Chubb Specialty Insurance  
CNA Financial Insurance  
CNA Insurance Companies  
Federal Ins. Co. (Chubb)  
General Star Indemnity Company  
Great American  
Hannover Re  
Hartford  
HDI  
IRI  
Lexington  
Lexington Insurance Company (AIG American  
International Companies)  
Liberty Mutual  
Lloyds of London  
Marsh USA, Inc. (Broker)  
National Union Fire Ins. Co. (AIG)  
National Union Fire Insurance Company of Pitts.,  
PA (AIG American International Companies)  
St. Paul Fire & Marine Insurance Company  
St. Paul Surplus Lines Ins. Co.  
Steadfast Insurance Company (Zurich)  
U.S. Specialty Insurance Company

**(C) ALL LENDERS (INCLUDING CURRENT  
AND FORMER AGENTS UNDER CREDIT  
FACILITIES AND THEIR COUNSEL AND  
FINANCIAL ADVISORS)**

Ableco Finance LLC  
Bank of America, N.A.  
Bank of New York  
Citibank N.A.  
Comerica Bank Michigan  
Employers Insurance of Wausau  
Fifth Third Bank, Eastern Michigan  
General Electric Capital Corporation  
Goldman Sachs Credit Partners L.P.  
HSBC Bank USA, National Association  
KeyBank National Association  
Liberty Mutual Ins Company  
Morgan Stanley Senior Funding, Inc.  
National City Bank  
Park Avenue Loan Trust  
Principal Life Insurance Company  
Redwood Master Fund, Ltd.  
Riviera Funding LLC  
Robson Trust  
Rockwall CDO Ltd.  
Saturn Trust  
SEI Institutional Managed TST  
Seneca Capital, L.P.  
Sierra CLO I Ltd.  
Sumitomo Mitsui Banking Corporation  
SunTrust Bank Atlanta  
UBS Loan Finance LLC  
Wachovia Bank National Association

XL U.S.  
Zurich American Insurance Company

**(E) PROFESSIONALS (ATTORNEYS, ACCOUNTANTS, INVESTMENT BANKERS, CONSULTANTS FOR THE PAST THREE YEARS) [Excluding those Professionals that Charge less than \$100,000.00 in Annual Fees]**

ASI (American Supplier Institute)  
ASI Consulting Group LLC  
ASI LLC  
ASI, Shainin (ICIM)  
Asset Management Resources  
AT Kearney  
AVL North America Inc  
Baker & Daniels  
Baker & McKenzie LLP  
Bliss McGlynn P.C.  
Butzel, Long  
Carquest  
Clark Consulting  
Clark Hill P.L.C.  
David Cunningham  
Deloitte Touche Tohmatsu  
Dickinson Wright P.L.L.C. (Detroit, MI)  
Dykema Gossett P.L.L.C.  
E&Y  
EDS  
Electricore Inc  
ENSR Corporation  
Equis Corporation  
Ernst & Young  
FedEx Trade Networks Transport and Brokerage, Inc.  
Fleishman Hillard Japan, Inc.  
Foley & Lardner LLP  
Hill & Knowlton  
Honigman Miller Schwartz and Cohn  
Howard & Howard Attorneys, P.C.  
Hunton & Williams LLP  
Interim Healthcare Inc.  
Paul Hastings Janofsky & Walker LLP  
PriceWaterhouseCoopers LLP  
Russell Reynolds  
Sandler & Travis Trade Advisory Services, Inc  
Suri & Company  
UBS  
Young & Rubicam, Inc.  
Yuasa & Hara

**(F) PARTIES TO LITIGATION AND THEIR COUNSEL (FOR CLAIMS OF AT LEAST \$500,000)**

A&O Mold & Engineering, Inc.  
Adams, Thomas E.  
Allstate Insurance  
Brady, Larry  
Campbell, Robert R.  
Casper & Casper  
Citibank Texas, National Association  
Covington & Burling  
Daewoo International  
DaimlerChrysler Corporation  
Dana Corp Global Production WHS  
Dana Corp Sealing Division  
Dynamic Sciences International  
Eftec North America, LLC  
Epsilon  
First Technology  
Fitch, Even, Tabin & Flannery  
Ford Motor Company  
General Motors Daewoo Auto and Technology  
GM Daewoo  
GM DAT  
GM Epsilon  
GM Europe Opel  
GM & International  
Honeywell ACS Sensing & Control  
International Truck  
Invensys  
Irvine  
Jenner & Block  
Key Plastics  
Kirsch, Paul C.  
Kowalski, Richard  
Locke Liddell & Sapp, LLP  
Miro, Weiner & Kramer  
NGK  
Novak, Barbara Griffin  
Parmenter O'Toole  
Phelps, John W.  
Russell, Thomas  
Sanko  
Tenneco Automotive  
Textron (Kautex)  
Timken (Brazil)  
Waste Management, Inc.

**(G) TOP 50 CREDITORS**

3M Co  
Abc Group Inc  
Akebono Brake Industry Co Ltd  
Alcoa Inc  
Alps Automotive Inc.  
American Axle & Mfg Holdings Inc  
Bosch Braking Systems Corp  
Bosch, Robert Stiftung GmbH  
Buena Vista Township, Michigan

City of Flint, Michigan  
Clarion Co Ltd  
Dana Corp  
Delta  
Dura Automotive Systems Inc  
General Electric Co Inc  
Hitachi Ltd  
Illinois Tool Works Inc  
Intermet Corp  
Johnson Electric Holdings Ltd  
NEC Corp  
Norsk Hydro ASA  
State of Michigan  
State of Ohio  
Texas Instruments Inc  
Textron Inc  
Worthington Industries Inc

**(H) HOLDERS OF 5% OR MORE OF ANY  
OUTSTANDING EQUITY SECURITY OF  
THE COMPANY**

Capital Group International, Inc.

**(I) RECORD NOTEHOLDERS HOLDING 5%  
OR MORE OF ANY OUTSTANDING  
ISSUANCE OF NOTES OF THE COMPANY**

Citigroup  
Goldman Sachs  
Lehman Brothers  
SSB

**(J) INDENTURE TRUSTEES**

Bank One Trust Company N.A.  
J.P. Morgan Trust Company, N.A.

**(K) UNDERWRITERS OF SECURITIES ISSUED  
BY THE COMPANY DURING THE PAST  
THREE YEARS**

A.G. Edwards & Sons, Inc.  
Citigroup Global Markets Inc.  
Comerica Securities, Inc.  
HSBC Securities (USA) Inc.  
J.P. Morgan Securities Inc.  
McDonald Investments Inc., a KeyCorp Company  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Morgan Stanley & Co. Incorporated  
Oppenheimer & Co. Inc.  
UBS Securities LLC  
Utendahl Capital Partners, L.P.  
Wachovia Capital Markets, LLC

**(L) COUNTERPARTIES TO MAJOR LEASES**

Crown Enterprises, Inc.  
Ford Motor Land Development Corporation  
General Motors Corporation  
LaSalle National Bank, as Trustee under Trust  
No. 115897  
Liberty Property Limited Partnership  
Pac Rim  
QEK Global Solutions  
Realty Investment II  
Sealy RG Valley Buildings, L.P.  
Visteon Corporation

**(M) COUNTERPARTIES TO MAJOR  
CONTRACTS (OVER \$100,000)**

Alltel  
AT&T Solutions, Inc.  
ATT Wireless  
Blue Cross Blue Shield  
Bridgestone T.G. Australia Pty. Ltd  
CIGNA Behavioral Health  
CIGNA Healthcare  
Cinergy PSI IN  
Compuware  
Consumers Energy MI (Detroit)  
Consumers Power MI  
Consumers Power Company  
Delphi Aftermarket France  
Delphi Auto Brazil – E&C  
Delphi Auto Systems Australia  
Delphi Auto Systems Brazil – Harrison  
Delphi Auto Systems India Private Limited  
(DASPL)  
Delphi Automotive Systems  
Delphi Automotive Systems Espana (Logrono)  
Delphi Automotive Systems Espana Cadiz  
Delphi Automotive Systems France  
Delphi Automotive Systems Italia Sri (Diavia)  
Delphi Automotive Systems Lockheed UK  
(Aftermarket)  
Delphi Automotive Systems Netherlands  
(Aftermarket)  
Delphi Automotive Systems Poland Sp. Z.o.o.  
Delphi Automotive Systems Portugal (Ponte de  
Sor)  
Delphi Automotive Systems Spain  
Delphi Automotive Systems Sungwoo  
Delphi Delco Electronics Suzhou  
Delphi Delco Liverpool  
Delphi Diesel Systems England  
Delphi Diesel Systems Ltd England  
Delphi Diesel Systems Spain  
Delphi Diesel Systems Turkey

Delphi Diesel Systems UK  
 Delphi Diesel Systems, S. L. Spain  
 Delphi Harrison Calsonic (France)  
 Delphi Lockheed Automotiove France  
 (Aftermarket)  
 Delphi Packard Balcheng, Limited  
 Delphi Packard Electric Co Ltd (Shanghai)  
 Delphi Packard Electric Malaysia Sdn Bhd  
 Delphi Packard Espana  
 Delphi Saginaw Lingyun Brillance and Palio  
 Delphi Saginaw Lingyun Jinbel  
 Delphi Sistemas de Energia (Portugal)  
 Delphi TVS Diesel Systems Ltd India (Lucas)  
 Delphi-TVS Diesel Systems Ltd (India)  
 DOD  
 DOD TACOM  
 DTE Energy MI  
 East Penn Manufacturing Company  
 Falcon Asset Securitization Corporation  
 Firma Carl Freudenberg KG  
 Fitel USA Corp. (assigned by Lucent)  
 Flint (City of) MI  
 General Motors Investment Management  
 Corporation  
 HTC  
 Intel Corporation  
 Jupiter Securitization Corporation  
 Lear Corporation  
 MCI Worldcom Communications, Inc.  
 New York Power Authority  
 Raytheon Company  
 Saginaw (City of) Wir & Swr MI  
 State Street Bank and Trust Company  
 The Regents of the University of Michigan  
 TI Group  
 Time Warner  
 Toyota Motor Company  
 Toyota Motor Corporation  
 Troy (City of) MI  
 UBE Machinery Sales  
 Verizon  
 Verizon Wireless  
 Verizon Wireless  
 Wayne State University  
 Wisconsin Electric Power Co WI

**(N) SECURED FINANCIAL CREDITORS**

See (C) above.

**(O) LIENHOLDERS AND OTHER  
SIGNIFICANT LENDERS**

Bank One Michigan  
 Bank One, NA  
 Delphi Automotive Systems Corporation

Fifth Third Bank (Western Michigan)  
 LaSalle Bank National Association  
 LaSalle National Leasing Corporation  
 Motion Industries Inc.  
 Motorola, Inc.  
 Omega Tool Corporation  
 The Huntington National Bank  
 Toyota Motor Credit Corporation  
 Wells Fargo Bank Northwest, Trustee

**(P) MAJOR CUSTOMERS**

Best Buy Co. Inc.  
 Caterpillar  
 Honda  
 Isuzu Group  
 Johnson Controls  
 Kautex  
 Mitsubishi  
 Navistar International  
 Nissan  
 Paccar  
 Rover  
 Saab Automobile AB  
 Saab Automobile Parts  
 Standard Motor Products Inc  
 Toyota  
 Visteon

**(Q) MAJOR SUPPLIERS**

Aluminum Co of America  
 Analog Devices GmbH  
 Analog Devices Inc  
 Asahi Glass Co  
 Autoliv ASP Inc  
 BBK Ltd  
 Benteler Automotive  
 Bosch Automotive Systems Corp  
 Caterpillar Engine Systems  
 Centra Inc  
 Deloitte & Touche  
 DTE Coal Services  
 E I Dupont de Nemours & Co Inc  
 Engelhard Corporation  
 Epcos AG  
 Essex Group Inc  
 Federal Mogul Corp  
 General Electric Capital  
 GKN PLC  
 GM – AC Delco  
 GM Daewoo Auto & Technology Co  
 Handy & Harman  
 Hewlett-Packard Co.-Roseville  
 Hewlett-Packard Company  
 Hewlett-Packard GmbH



Hewlett-Packard Singapore  
Hewlett-Packard/San Jose  
Hitachi Automotive  
Hitachi Chemical Asia Pacific  
International Truck & Engine  
JCI  
John Deere  
Johnson Matthey Plc  
KPMG LLP  
Michael Baker, Inc.  
Microchip Technology Inc  
Microsoft Services  
Mitsubishi Electric  
Motorola Automotive  
MSX International Inc  
Nabco Inc  
Norandal USA INC  
Olin Corp  
Panasonic Automotive  
Parker Hannifin Corp  
Rohm Co Ltd  
Schulte & Co Gmbh  
Shanghai Ming Fang Autoparts Co Ltd  
Siemens Automotive Ltd  
SPX Corp  
Sunrise Medical HHG, Inc.  
Sunrise Medical Ltd  
UBS AG  
USA Technologies, Inc.  
Valeo SA  
Vallourec  
Viasystems Canada Inc  
Visteon Automotive Systems  
Yazaki Corp

**(R) LETTER OF CREDIT ISSUERS AND  
BENEFICIARIES**

C.N.A.  
Reliance Insurance Company  
Safeco Insurance

**(S) STATE AND OTHER GOVERNMENTAL  
AUTHORITIES WITH AN INTEREST IN  
THE COMPANY**

Internal Revenue Service  
Pension Benefit Guaranty Corporation (PBGC)  
U.S. Environmental Protection Agency

**(T) UNIONS REPRESENTING COMPANY  
EMPLOYEES**

**(X) OTHER MISCELLANEOUS INTERESTED  
PARTIES**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014  
AUTHORIZING EMPLOYMENT AND RETENTION OF HOWARD & HOWARD  
ATTORNEYS, P.C. AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("HOWARD & HOWARD RETENTION ORDER")

Upon the application, dated December 6, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(a) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Howard & Howard Attorneys, P.C. ("H&H") as special intellectual property counsel to the Debtors; and upon the Affidavit of William H. Honaker, sworn to November 17, 2005, in support of the Application (the "Honaker Affidavit"); and this Court being satisfied with the representations made in the Application and the Honaker Affidavit that H&H does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which H&H is to be employed, and that H&H's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. The Debtors' employment of H&H as intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective the Petition Date, October 8, 2005.

3. H&H shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
December \_\_\_, 2005

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UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT K**

**Objections Due: December 16, 2005 at 4:00 p.m.**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF PRESENTMENT OF ORDER UNDER UNDER 11 U.S.C. §§ 327(e)  
AND 1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT  
AND RETENTION OF HOWARD & HOWARD ATTORNEYS, P.C.  
AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

PLEASE TAKE NOTICE that on December 6, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Application For An Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Debtors Employment And Retention Of Howard & Howard, P.C. As Intellectual Property Counsel To Debtors (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on January 5, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit A will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on December 16, 2005.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Application (a) must be in writing, (b) must conform to the Federal Rules of Bank-

ruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Att'n: Mark A. Broude), (vi) Howard & Howard Attorneys, P.C, 39400 Woodward Ave., Suite 101, Bloomfield Hills, Michigan 48304 (Att'n: Robert D. Mollhagen), and (vii) the Office of the United States

Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on December 16, 2005** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing, in accordance with the Case Management Order, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing, and that if no objections to the Application are timely filed and served the Bankruptcy Court may enter an order granting the Application **without further notice**.

Dated: New York, New York  
December 6, 2005

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014  
AUTHORIZING EMPLOYMENT AND RETENTION OF HOWARD & HOWARD  
ATTORNEYS, P.C. AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("HOWARD & HOWARD RETENTION ORDER")

Upon the application, dated December 6, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(a) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Howard & Howard Attorneys, P.C. ("H&H") as special intellectual property counsel to the Debtors; and upon the Affidavit of William H. Honaker, sworn to November 17, 2005, in support of the Application (the "Honaker Affidavit"); and this Court being satisfied with the representations made in the Application and the Honaker Affidavit that H&H does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which H&H is to be employed, and that H&H's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. The Debtors' employment of H&H as intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective the Petition Date, October 8, 2005.

3. H&H shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
December \_\_\_, 2005

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UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT L**

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

APPLICATION FOR ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R.  
BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF PRICE,  
HENEVELD, COOPER, DEWITT & LITTON LLP AS INTELLECTUAL PROPERTY  
COUNSEL TO DEBTORS

("PRICE HENEVELD RETENTION APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this application (the "Application") for an order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Price, Heneveld, Cooper, DeWitt & Litton LLP ("Price Heneveld"), as intellectual property counsel to the Debtors, nunc pro tunc to October 8, 2005. In support of this Application, the Debtors submit the Affidavit of Kevin T. Grzelak, sworn to December 6, 2005 (the "Grzelak Affidavit"). In further support of this Application, the Debtors respectfully represent as follows:

## Background

### A. The Chapter 11 Filings

1. On October 8, 2005, Delphi and certain of its U.S. subsidiaries filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1130, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi filed voluntary petitions in this Court for reorganization relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(b) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtor's chapter 11 cases (Dockets Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 327(e), and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

### B. Current Business Operations Of The Debtors

5. With more than 180,000 employees worldwide, global 2004 revenues of approximately \$28.6 billion and global assets as of August 31, 2005 of approximately \$17.1

billion,<sup>1</sup> Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors, will continue their business operations without supervision from the Bankruptcy Court, and will not be subject to the chapter 11 requirements of the U.S. Bankruptcy Code.

6. Over the past century, the operations which are now owned by Delphi have developed leading global technology innovations with significant engineering resources and technical competencies in a variety of disciplines. Today, the Company is arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer with 2004 sales to its former parent, General Motors Corporation, equaling approximately \$15.4 billion and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. In the U.S., the Debtors employ approximately 50,600 people. Those employees work in approximately 44 manufacturing sites and 13 technical centers across the country and in Delphi's worldwide headquarters and customer center located in Troy, Michigan. Approximately 34,750 of these individuals are hourly employees, 96% of whom are represented by approximately 49 different international and local

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<sup>1</sup> The aggregated financial data used in this Application generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

unions. Outside the United States, the Company's foreign entities employ more than 134,000 people, supporting 120 manufacturing sites and 20 technical centers across nearly 40 countries worldwide.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions representing most of its U.S.

hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition has deteriorated further in the first six months of 2005. The Company experienced net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, which is approximately \$1 billion less in sales than during the same time period in calendar year 2004.<sup>2</sup>

11. The Debtors believe that three significant issues have largely contributed to the deterioration of the Company's financial performance: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward looking revenue requirements. Having concluded that

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<sup>2</sup> Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.



pre-filing discussions with its Unions and GM were not leading to the implementation of a plan sufficient to address the Debtors' issues on a timely basis, the Company determined to commence these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness envisioned in the Company's transformation plan. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down through the chapter 11 process.

14. Upon the conclusion of this process, the Debtors expect to emerge from chapter 11 as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Application, the Debtors request entry of an order authorizing the Debtors to employ and retain Price Heneveld as one of the Debtors' intellectual property counsel in these chapter 11 cases.

Basis For Relief

16. The Debtors submit that Price Heneveld's proposed retention meets all the prerequisites for retention of special counsel under section 327(e) of the Bankruptcy Code, which permits a debtor-in-possession, with court approval, to employ counsel that has represented the Debtors prior to the commencement of their chapter 11 cases, for a "specified special purpose" if such employment is in the best interest of the Debtors. Price Heneveld is a proposed intellectual property counsel to the Debtors, but not the proposed bankruptcy counsel in these chapter 11 cases, section 327(e) does not require that Price Heneveld and its attorneys be "disinterested persons" as defined in section 101(14) of the Bankruptcy Code. Rather, section 327(e) instead requires that Price Heneveld not represent or hold any interest adverse to the estates or the Debtors with respect to the matter on which Price Heneveld is to be employed. As discussed below, the employment of Price Heneveld as intellectual property counsel is in the best interests of the Debtors.

The Debtors' Employment Of Price Heneveld  
Is In The Best Interests Of The Estates

17. The Debtors had retained Price Heneveld as an ordinary course professional according to the Order Under 11 U.S.C. §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business ("Ordinary Course Professionals Order") (Docket No. 883). The Debtors, however, are concerned that Price Heneveld will exceed the fee cap established in the Ordinary Course Professionals Order.

Therefore, the Debtors request that Price Heneveld be formally retained as an intellectual property legal services provider in these chapter 11 cases.

18. Price Heneveld will serve as an intellectual property counsel to the Debtors during these chapter 11 cases, principally in intellectual property matters, including preparing and prosecuting patent applications and advising the Debtors in intellectual property matters. Price Heneveld has performed similar work for the Debtors in the past and is therefore familiar with the Debtors' businesses and operations. In particular, Price Heneveld is especially attuned to the unique intellectual property issues that arise in the Debtors' industry and have faced the Debtors.

19. Price Heneveld is a boutique law firm specializing in intellectual property matters with approximately 24 attorneys who handle sophisticated intellectual property matters. Most importantly for current purposes, several members of Price Heneveld have extensive experience in intellectual property law, including patent law. Accordingly, the Debtors believe that Price Heneveld is well qualified to serve as intellectual property counsel in these chapter 11 cases in an efficient and effective manner.

20. The Debtors believe that the employment of Price Heneveld will enhance and will not duplicate the employment of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden"), the Debtors' general bankruptcy counsel, Shearman & Sterling LLP ("Shearman"), the Debtors' special counsel, Togut, Segal & Segal LLP ("Togut"), the Debtors' conflicts counsel, or any of the other professionals retained by the Debtors to perform specific tasks that are unrelated to the work to be performed by Price Heneveld as intellectual property counsel to the Debtors. The Debtors understand that Price Heneveld will work with the other professionals retained by the Debtors to avoid any such duplication.

Services To Be Rendered By Price Heneveld

21. The Debtors wish to engage Price Heneveld to provide services to the Debtors in connection with intellectual property matters. The Debtors anticipate that such services will include the following:

- (a) Legal advice to the Debtors concerning intellectual property, including patent, trademark, copyright, and trade secret matters;
- (b) Legal advice related to intellectual property issues including, among others, electronics devices, including circuits, controllers, and packages, semiconductor devices and microelectromechanical systems devices and fabrication techniques, sensors, communications systems including radio, entertainment and antenna devices, software related inventions, automotive safety devices, and other automotive related inventions; and
- (c) Representation of Debtors in connection with intellectual property matters, including preparation and prosecution of applications in the U.S. and foreign countries.

22. Price Heneveld has indicated its desire and willingness to represent the Debtors as set forth herein and to render the necessary professional services as legal ordinary course professional counsel to the Debtors.

23. The Debtors may request that Price Heneveld undertake specific matters beyond the scope of the responsibilities set forth above. Should Price Heneveld agree in its discretion to undertake any such matter, the Debtors shall seek further order of this Court.

Disinterestedness Of Professionals

24. The Grzelak Affidavit filed in support of this Application contains information available to date on Price Heneveld's connections with other parties-in-interest, as required by Bankruptcy Rule 2014(a). To the best of the Debtors' knowledge, and based on the information in the attached Grzelak Affidavit, Price Heneveld, its partners, counsel, and associates do not hold or represent any interest adverse to the Debtors, their creditors, any other

party-in-interest in these chapter 11 cases, their respective attorneys and investment advisors, the U.S. Trustee, or any person employed therein, with respect to the matters on which Price Heneveld is to be employed.

25. Price Heneveld has disclosed to the Debtors that Price Heneveld has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or their chapter 11 cases. Price Heneveld does not believe that the foregoing raises any actual or potential conflict of interest of Price Heneveld relating to the representation of the Debtors as their legal ordinary course professional counsel in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution. The Debtors understand that, in order to vitiate any actual or potential conflicts of interest, Price Heneveld will not assist the Debtors in connection with their analysis, negotiations, and litigation, if any, with parties with whom Price Heneveld has existing client relationships, and that Skadden (or other counsel if Skadden has a conflict), instead, will handle these tasks.

#### Professional Compensation

26. Price Heneveld intends to apply to this Court for compensation and reimbursement of expenses in accordance with section 330(a) of the Bankruptcy Code, the Bankruptcy Rules, applicable guidelines established by the U.S. Trustee, and orders of this Court. Price Heneveld acknowledges that all compensation will be subject to this Court's review and approval after notice and a hearing.

27. Under the applicable provisions of the Bankruptcy Code, and subject to the approval of this Court, the Debtors propose to pay Price Heneveld its standard hourly rates and to reimburse Price Heneveld for expenses according to Price Heneveld's reimbursement

policies. The Price Heneveld attorneys who are expected to be principally responsible for the matters and their respective standard hourly rates are: Kevin Grzelak (\$275/hr); Jeff Johnson (\$130/hr); Jeff Kapteyn (\$220/hr); and Brian Cheslek (\$145/hr). These hourly rates are subject to annual adjustment in accordance with Price Heneveld's standard policies.

28. No arrangement is proposed between the Debtors and Price Heneveld for compensation to be paid in these chapter 11 cases other than as set forth above, and in the Grzelak Affidavit.

29. At the Debtors' request, Price Heneveld has continued to assist the Debtors in connection with their intellectual property issues since October 8, 2005 and hence, the Debtors request that Price Heneveld's retention be effective nunc pro tunc to October 8, 2005.

#### Conclusion

30. For the foregoing reasons, the Debtors submit that the employment of Price Heneveld as one of the Debtors' intellectual property counsel on the terms set forth herein is in the best interests of the Debtors' estates.

#### Notice

31. Notice of this Application has been provided in accordance with the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e), entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

32. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (a) authorizing the Debtors to employ and retain Price Heneveld as their legal ordinary course professional counsel to perform the services set forth herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
December 6, 2005

DELPHI CORPORATION, on behalf of itself and  
certain of its subsidiaries and affiliates, as Debtors and  
Debtors-in-possession

By: /s/ David M. Sherbin  
Name: David M. Sherbin  
Title: Vice President, General Counsel, and  
Chief Compliance Officer

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
In re : Chapter 11  
:   
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:   
Debtors. : (Jointly Administered)  
:   
----- x

AFFIDAVIT OF KEVIN T GRZELAK IN SUPPORT OF APPLICATION FOR ORDER  
UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING  
EMPLOYMENT AND RETENTION OF PRICE, HENEVELD, COOPER, DEWITT &  
LITTON LLP AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

STATE OF MICHIGAN

COUNTY OF KENT

KEVIN T. GRZELAK, being duly sworn, deposes and states as follows:

1. I am a Partner in the law firm of Price, Heneveld, Cooper, DeWitt & Litton LLP ("Price Heneveld"), proposed intellectual property counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors").

2. I submit this affidavit (the "Affidavit") in support of the Application For Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of Price, Heneveld, Cooper, DeWitt & Litton LLP As Intellectual Property Counsel To Debtors (the "Application") nunc pro tunc to October 8, 2005, filed concurrently herewith.

3. The name, business address, and telephone number of Price Heneveld are as follows:



Price, Heneveld, Cooper, DeWitt & Litton LLP  
695 Kenmoor Avenue, S.E.  
P.O. Box 2567  
Grand Rapids, Michigan 49501-2567  
Phone: 616/949-9610  
Facsimile: 616/957-8196

4. Price Heneveld is well qualified to assist the Debtors in the manner described in the Application. Price Heneveld is a boutique law firm specializing in intellectual property matters with approximately 24 attorneys who handle sophisticated intellectual property matters, including patent, trademark, copyright, and trade secret matters. Accordingly, the Debtors believe that Price Heneveld is well qualified to serve as legal ordinary course professional counsel in these chapter 11 cases in an efficient and effective manner.

5. Price Heneveld has advised the Debtors regarding intellectual property matters. Based on the services that Price Heneveld has previously rendered to the Debtors, Price Heneveld is thoroughly familiar with certain legal matters relating to the Debtors' intellectual property.

6. Generally, in connection with the Debtors' cases, Price Heneveld intends to provide the Debtors with the following types of professional services:

- (a) Legal advice to the Debtors concerning intellectual property, including patent, trademark, copyright, and trade secret matters;
- (b) Legal advice related to intellectual property issues including, among others, electronics devices, including circuits, controllers, and packages, semiconductor devices and microelectromechanical systems devices and fabrication techniques, sensors, communications systems including radio, entertainment and antenna devices, software related inventions, automotive safety devices, and other automotive related inventions; and
- (c) Representation of Debtors in connection with intellectual property matters, including preparation and prosecution of applications in the U.S. and foreign countries.

7. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden") as the Debtors' bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as the Debtors' special counsel, Togut, Segal & Segal LLP ("Togut") as the Debtors' conflicts counsel, and the engagement of other counsel for the Debtors; Price Heneveld will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of Price Heneveld's existing clients and (b) reviewing, interpreting, or commenting on the specific contracts and claims of certain of Price Heneveld's existing clients. These existing client relationships, and the scope of the carve-out from Price Heneveld's retention, are discussed more fully below.

8. It is Price Heneveld's understanding that the Debtors may request that Price Heneveld undertake specific matters beyond the limited scope of the responsibilities set forth above. Should Price Heneveld agree in its discretion to undertake any such matter, it is Price Heneveld's understanding that the Debtors will seek further order of this Court.

9. Price Heneveld is making efforts, together with the Debtors' other counsel to ensure that there is no duplication of effort or work between such firms and Price Heneveld. It is Price Heneveld's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. Price Heneveld believes that its lawyers and the rest of the firms retained in these cases have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

10. Price Heneveld has received approximately \$95,110.21 from the Debtors in the past 90 days for services rendered and expenses incurred for the preparation of intellectual property and related legal work performed by Price Heneveld.

11. Price Heneveld has agreed to accept as compensation for the services rendered in connection with its representation of the Debtors Price Heneveld's standard hourly rates and expenses according to Price Heneveld's reimbursement policies. The Price Heneveld attorneys who are expected to be principally responsible for the matters and their respective standard hourly rates are: Kevin Grzelak (\$275/hr); Jeff Johnson (\$130/hr); Jeff Kapteyn (\$220/hr); and Brian Cheslek (\$145/hr). These hourly rates are subject to annual adjustment in accordance with Price Heneveld's standard policies. The Debtors have not provided a retainer. There are no arrangements between Price Heneveld and any other entity to share compensation received or to be received in connection with these chapter 11 cases.

12. Price Heneveld acknowledges that all amounts paid to Price Heneveld during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to Price Heneveld during these cases are disallowed by this Court, the fees and expenses will be disgorged by Price Heneveld and returned to the Debtors or as otherwise ordered by this Court.

13. Price Heneveld categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). Price Heneveld acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

14. Price Heneveld has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. Price Heneveld maintains a database containing the names of current, former, and potential clients and other principal parties related to such clients. I caused Price Heneveld to review and analyze the conflict database to determine whether Price Heneveld has any connection with the principal parties-in-interest in these chapter 11 cases, using information provided to Price Heneveld by the Debtors and Skadden and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, and (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases.

15. Based upon this research, I have determined that Price Heneveld has in the past represented, currently represents, and will likely in the future represent certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that the foregoing raises any actual or potential conflicts of interest of Price Heneveld relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution: Corning Inc., Ford Motor Co., Benteler, Johnson Controls (JCI), and Autocam Corp.

16. It is my intention that if Price Heneveld becomes aware of any other connections of which it presently is unaware, Price Heneveld will bring them to the attention of this Court and the U.S. Trustee.

/s/ Kevin T. Grzelak  
Kevin T. Grzelak

Sworn to before me  
this 6<sup>th</sup> day of December, 2005

/s/ Jennifer K. Taylor  
Notary Public

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----X

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR.  
P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF  
PRICE, HENEVELD, COOPER, DEWITT & LITTON LLP  
AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("PRICE HENEVELD RETENTION ORDER")

Upon the application, dated December 6, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014, authorizing the employment and retention of Price, Heneveld, Cooper, DeWitt & Litton LLP ("Price Heneveld") as legal ordinary course professional counsel to the Debtors; and upon the Affidavit of Kevin T. Grzelak, sworn to December 6, 2005, in support of the Application (the "Grzelak Affidavit"); and this Court being satisfied with the representations made in the Application and the Grzelak Affidavit that Price Heneveld does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Price Heneveld is to be employed, and that Price Heneveld's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. The Debtors' employment of Price Heneveld as an intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005.
3. Price Heneveld shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.
5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
December \_\_\_, 2005

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UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT M**



**Objections Due: December 16, 2005 at 4:00 p.m.**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF PRESENTMENT OF ORDER UNDER UNDER 11 U.S.C. §§ 327(e) AND  
1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND  
RETENTION OF PRICE, HENEVELD, COOPER, DEWITT & LITTON LLP AS  
INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

PLEASE TAKE NOTICE that on December 6, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Application For An Order Under 11 U.S.C. §§ 327(e) And 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Debtors Employment And Retention Of Price, Heneveld, Cooper, DeWitt & Litton LLP ("Price Heneveld") As Intellectual Property Counsel to Debtors (the "Application").

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Application will be held on January 5, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Application are timely filed, served, and received, the order filed with the Application and attached to this notice as Exhibit A will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 on December 16, 2005.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Application (a) must be in writing, (b) must conform to the Federal Rules of Bank-

ruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (v) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (vi) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Att'n: Mark A. Broude), (vii) and Price, Heneveld, Cooper, DeWitt & Litton LLP, 695 Kenmoor Avenue, S.E., P.O. Box 2567, Grand Rapids, Michigan 49501-2567 (Att'n: Kevin T. Grzelak), and (viii) the Office

of the United States Trustee for the Southern District of New York, 33 Whitehall Street,  
Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to  
be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on December 16, 2005**  
(the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in  
writing, in accordance with the Case Management Order, and timely filed and received by  
the Objection Deadline will be considered by the Bankruptcy Court at the Hearing, and  
that if no objections to the Application are timely filed and served the Bankruptcy Court  
may enter an order granting the Application **without further notice**.

Dated: New York, New York  
December 6, 2005

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----X

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR.  
P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF  
PRICE, HENEVELD, COOPER, DEWITT & LITTON LLP  
AS INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

("PRICE HENEVELD RETENTION ORDER")

Upon the application, dated December 6, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014, authorizing the employment and retention of Price, Heneveld, Cooper, DeWitt & Litton LLP ("Price Heneveld") as legal ordinary course professional counsel to the Debtors; and upon the Affidavit of Kevin T. Grzelak, sworn to December 6, 2005, in support of the Application (the "Grzelak Affidavit"); and this Court being satisfied with the representations made in the Application and the Grzelak Affidavit that Price Heneveld does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which Price Heneveld is to be employed, and that Price Heneveld's employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. The Debtors' employment of Price Heneveld as an intellectual property counsel, pursuant to the Application, is approved under sections 327(e) and 1107(b) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), with approval of such employment being effective as of the Petition Date, October 8, 2005.
3. Price Heneveld shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.
5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
December \_\_\_, 2005

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UNITED STATES BANKRUPTCY JUDGE